

**UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION**

In re:

Case No.: 3:16-bk-02230-PMG

RMS TITANIC, INC., *et al.*,  
Debtors.<sup>1</sup> / Chapter 11  
(Jointly Administered)

**FIFTH APPLICATION OF AKERMAN LLP, COUNSEL FOR THE OFFICIAL  
COMMITTEE OF EQUITY SECURITY HOLDERS OF PREMIER EXHIBITIONS,  
INC., FOR INTERIM ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES INCURRED DURING  
PERIOD FROM JANUARY 1, 2018 THROUGH AND INCLUDING OCTOBER 31, 2018**

**NOTICE OF OPPORTUNITY TO OBJECT AND REQUEST FOR HEARING**

Pursuant to Local Rule 2002-4, the Court will consider the relief requested in this paper without further notice or hearing unless a party in interest files a response within twenty-one (21) days from the date set forth on the attached proof of service, plus an additional three days for service if any party was served by U.S. Mail.

If you object to the relief requested in this paper, you must file a response with the Clerk of the Court at 300 North Hogan Street, Suite 3-150, Jacksonville, FL 32202 and serve a copy on the movant's attorney, Jacob A. Brown, Esq., Akerman LLP, 50 North Laura Street, Suite 3100, Jacksonville, FL 32202, and any other appropriate persons within the time allowed. If you file and serve a response within the time permitted, the Court will either schedule and notify you of a hearing or consider the response and grant or deny the relief requested without a hearing.

If you do not file a response within the time permitted, the Court will consider that you do not oppose the relief requested in the paper, will proceed to consider the paper without further notice or hearing, and may grant the relief requested.

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<sup>1</sup> The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309) (collectively, the "Debtors"). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

Name of Applicant: Akerman LLP

Services Provided to: Official Committee of Equity Security Holders of Premier Exhibitions, Inc.

Date of Retention: August 31, 2016

Period for this Application: January 1, 2018 – October 31, 2018

Amount of Compensation Sought: \$283,361.50

Amount of Expense Reimbursement: \$16,958.05

Amount of Original Retainer: \$0 Current Balance: \$0

Blended Hourly Rate this Application: \$352.87 Cumulative: \$352.27

This is a(n):  interim \_\_\_\_\_ final application.

Disclose the following for each prior application:

Filed	Period	Requested				Approved		Paid <sup>2</sup>		Holdback
		Fees	Hrs.	Rate	Exps.	Fees	Exps.	Fees	Exps.	
12/16/16 Doc. 384	8/31/16- 11/30/16	\$92,944.50	278.00	\$334.33	\$1,744.55	\$92,944.50	\$1,744.55	\$92,944.50	\$1,744.55	\$0
6/2/2017 Doc. 609	12/1/2016- 4/30/2017	\$169,027.00	478.30	\$353.39	\$2,304.55	\$169,027.00	\$2,304.55	\$169,027.00	\$2,304.55	\$0
10/25/2017 Doc. 798	5/1/2017- 8/31/2017	\$86,191.50	244.10	\$353.09	\$2,133.84	\$86,191.50	\$2,133.84	\$86,191.50	\$2,133.84	\$0
2/16/2018 Doc. 948	9/1/2017- 12/31/2017	\$84,131.00	228.10	\$368.83	\$5,736.21	Pending	Pending	\$67,304.80	\$5,736.21	\$16,826.20
Total		\$432,294.00	1228.5	\$352.41	\$11,919.15	\$348,163.00	\$6,182.94	\$415,467.80	\$11,919.15	\$16,826.20

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<sup>2</sup> Internally, Akerman has applied payments received to the oldest invoice first. As of the filing of this Application, Akerman has received payments totaling \$47,148.35 toward the Fifth Interim Fee Statements. The most recent payments were received in June 2018.

**Fifth Interim Fee Application of Akerman LLP**  
**Counsel to the Official Committee of Equity Security Holders of Premier Exhibitions, Inc.**  
**(January 1, 2018 – October 31, 2018)**

Name	Position; Experience; Concentration	Hourly Rate	Total Hours	Total Compensation
Brian P. Miller	Partner; admitted in 1993; Securities Litigation	\$565.00	28.10	\$15,876.50
William F. Sullivan, Jr.	Partner; admitted in 1994; Tax	\$565.00	12.50	\$7,062.50
L. Frank Cordero	Partner; admitted in 1990; Federal Tax	\$565.00	1.0	\$565.00
Margaret D. Matthews	Partner; admitted in 1982; Litigation	\$565.00	5.70	\$3,220.50
Esther L. Moreno	Partner; admitted in 1998; Corporate	\$540.00	15.50	\$8,370.00
Jeffrey G. Gilmore	Partner; admitted in DC in 1985; Construction	\$540.00	1.20	\$648.00
Cindy A. Laquidara	Partner; admitted in 1984; Litigation	\$535.00	7.60	\$4,066.00
Eyal Berger	Partner; admitted in 2005; Bankruptcy & Reorganization	\$500.00	.90	\$450.00
Steven R. Wirth	Partner; admitted in 1999; Bankruptcy & Reorganization	\$440.00	10.90	\$4,796.00
Jacob A. Brown	Partner; admitted in 1999; Bankruptcy & Reorganization and Litigation	\$400.00	354.00	\$141,600.00
John L. Dicks, II	Associate; admitted in 2011; Bankruptcy & Reorganization	\$390.00	12.10	\$4,719.00
John M. Neary	Associate; admitted in the District of Columbia in 2014; Litigation	\$350.00	36.90	\$12,915.00
Jonathan D. Lamet	Associate; admitted in 2013; Litigation	\$350.00	45.00	\$15,750.00
Katherine C. Fackler	Partner; admitted in 2009; Bankruptcy & Reorganization	\$285.00	141.50	\$40,327.50
Jennifer S. Bernal	Paralegal	\$270.00	2.40	\$648.00
Jennifer S. Meehan	Certified Paralegal	\$175.00	127.70	\$22,347.50
<b>TOTAL</b>		<b>\$352.87<sup>3</sup></b>	<b>803.00</b>	<b>\$283,361.50</b>

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<sup>3</sup> The blended rate excluding paraprofessionals is \$386.93.

**UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION**

In re:

RMS TITANIC, INC., *et al.*,  
Debtors.

Case No.: 3:16-bk-02230-PMG  
Chapter 11  
(Jointly Administered)

**FIFTH APPLICATION OF AKERMAN LLP, COUNSEL FOR THE OFFICIAL  
COMMITTEE OF EQUITY SECURITY HOLDERS OF PREMIER EXHIBITIONS,  
INC., FOR INTERIM ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES INCURRED DURING  
PERIOD FROM JANUARY 1, 2018 THROUGH AND INCLUDING OCTOBER 31, 2018**

Akerman LLP ("Akerman"), counsel to the Official Committee of Equity Security Holders (the "Equity Committee") of Premier Exhibitions, Inc. ("Premier"), Chapter 11 Debtor in Case No. 3:16-bk-02232-PMG and the parent company of RMS Titanic, Inc. ("RMST"), the Chapter 11 Debtor in Case No. 3:16-bk-02230-PMG, submits its application (the "Application"), pursuant to Sections 330 and 331 of Title 11 of the United States Code (as amended, the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under Section 330 of the Bankruptcy Code effective January 30, 1996 (the "U.S. Trustee Guidelines"), and the Order Granting Motion to Establish Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals (the "Interim Compensation Order") (Doc. 141), for the allowance of interim compensation for professional services rendered from January 1, 2018, through and including October 31, 2018 (the "Fifth Interim Compensation Period"), and for reimbursement of expenses incurred in connection with such services, and in support thereof respectfully represents as follows:

## I. **INTRODUCTION**

### A. **Background**

1. On June 14, 2016 (the "Petition Date"), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their business as debtors in possession under Bankruptcy Code sections 1107 and 1108.

2. On August 24, 2016, the United States Trustee appointed the Equity Committee and designated the following members to serve: (i) Jonathan Heller; (ii) Lawndale Capital Management, LLC ("Lawndale") c/o Andrew Shapiro; (iii) Ian Jacobs; (iv) ACK Investments, LLC c/o Thomas J. Kraus; and (v) Frank Gerber.

3. At its organizational meeting, the Equity Committee elected Andrew Shapiro as Chairman of the Equity Committee.

4. On August 31, 2016, the Equity Committee selected Akerman and Landau Gottfried & Berger LLP ("LGB") as counsel to represent it during the pendency of the Debtors' Chapter 11 jointly-administered cases.

5. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. The statutory predicates for the relief sought herein are Section 1103(a) and (b) of the Bankruptcy Code and Bankruptcy Rules 2014 and 5002.

### B. **Retention of Akerman and Billing History**

6. On September 15, 2016, the Equity Committee filed the Application of Committee of Equity Security Holders of Premier Exhibitions, Inc. for Order Authorizing Retention and Employment of Akerman LLP as Counsel, *Nunc Pro Tunc* to August 31, 2016 (Doc. 194) (the "Retention Application").

7. On October 13, 2016, the Court entered the Order Authorizing Retention and Employment of Akerman LLP as Counsel to Committee of Equity Security Holders of Premier Exhibitions, Inc., *Nunc Pro Tunc* to August 31, 2016 (Doc. 274).

8. On December 16, 2016, Akerman filed its First Application (the "First Application") for the allowance of compensation for professional services rendered and reimbursement of expenses incurred during the period from August 31, 2016 through and including November 30, 2016 (Doc. 384).

9. On February 10, 2017, Akerman filed its Supplement (Doc. 462) to the First Application.

10. Akerman attended and participated in the hearing on February 23, 2017, on the (i) First Interim Application for Allowance and Payment of Compensation and Reimbursement of Expenses of Landau Gottfried & Berger LLP as Counsel to the Official Committee of Equity Security Holders of RMS Titanic, Inc. for Services Rendered from August 31, 2016 through November 30, 2016 and Reimbursement for Certain Fees Advanced Prior to Retention by the Equity Committee (Doc. 383), and (ii) First Application (Doc. 384).

11. On February 28, 2017, the Court entered its Order Allowing Compensation and Reimbursement of Expenses of Akerman LLP (Doc. 495).

12. On June 2, 2017, Akerman filed its Second Application (the "Second Application") for the allowance of compensation for professional services rendered and reimbursement of expenses incurred during the period from December 1, 2016 through and including April 30, 2017 (Doc. 609).

13. On July 18, 2017, the Court entered its Order Allowing Compensation and Reimbursement of Expenses of Akerman LLP (Doc. 658).

14. On September 25, 2017, Akerman filed its Third Application for the allowance of compensation for professional services rendered and reimbursement of expenses incurred during the period from May 1, 2017 through and including August 31, 2017 (Doc. 759).

15. On October 25, 2017, Akerman filed its Amended Third Application (the "Third Application") for the allowance of compensation for professional services rendered and reimbursement of expenses incurred during the period from May 1, 2017 through and including August 31, 2017 (Doc. 798).

16. On November 7, 2017, the Court entered its Order Allowing Compensation and Reimbursement of Expenses of Akerman LLP (Doc. 802).

17. On February 16, 2018, Akerman filed its Fourth Application (the "Fourth Application") for the allowance of compensation for professional services rendered and reimbursement of expenses incurred during the period from September 1, 2017 through and including December 31, 2017 (Doc. 948). The Fourth Application is pending.

18. This Application is Akerman's fifth interim application for approval and allowance of compensation and reimbursement of expenses. Akerman makes this interim application pursuant to Sections 330 and 331 of the Bankruptcy Code. No prior application has been made to this or any other court for the relief requested herein.

19. On July 15, 2016, the Debtors filed a Motion to Establish Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals (Doc. 89), and on August 17, 2016, the Bankruptcy Court entered the Interim Compensation Order, which provides that professionals retained with authority of the Court may request monthly compensation of 80% of their fees and 100% of their expenses.

20. In accordance with the Interim Compensation Order, Akerman submitted monthly fee statements to the U.S. Trustee, seeking interim compensation and reimbursement of expenses. During the Fifth Interim Compensation Period, Akerman submitted the following fee statements:

- (a) On February 15, 2018, pursuant to the Interim Compensation Order, Akerman served its seventeenth fee statement for the period from January 1, 2018, through and including January 31, 2018 (the "Seventeenth Fee Statement"). The Seventeenth Fee Statement sought an allowance of \$33,059.00 as compensation for services rendered and the reimbursement of \$1,728.27 in expenses;
- (b) On March 14, 2018, pursuant to the Interim Compensation Order, Akerman served its eighteenth fee statement for the period from February 1, 2018, through February 28, 2018 (the "Eighteenth Fee Statement"). The Eighteenth Fee Statement sought an allowance of \$42,189.50 as compensation for services rendered and the reimbursement of \$5,609.48 in expenses;
- (c) On April 13, 2018, pursuant to the Interim Compensation Order, Akerman served its nineteenth fee statement for the period from March 1, 2018, through March 31, 2018 (the "Nineteenth Fee Statement"). The Nineteenth Fee Statement sought an allowance of \$16,363.00 as compensation for services rendered and the reimbursement of \$357.00 in expenses;
- (d) On May 15, 2018, pursuant to the Interim Compensation Order, Akerman served its twentieth fee statement for the period from April 1, 2018, through April 30, 2018 (the "Twentieth Fee Statement"). The Twentieth Fee Statement sought an allowance of \$20,962.00 as compensation for services rendered and the reimbursement of \$36.61 in expenses;
- (e) On June 15, 2018, pursuant to the Interim Compensation Order, Akerman served its twenty-first fee statement for the period from May 1, 2018, through May 31, 2018 (the "Twenty-First Fee Statement"). The Twenty-First Fee Statement sought an allowance of \$48,161.00 as compensation for services rendered and the reimbursement of \$1,500.08 in expenses;
- (f) On July 16, 2018, pursuant to the Interim Compensation Order, Akerman served its twenty-second fee statement for the period from June 1, 2018, through June 30, 2018 (the "Twenty-Second Fee Statement"). The Twenty-Second Fee Statement sought an allowance of \$31,724.50 as

compensation for services rendered and the reimbursement of \$1,764.84 in expenses;

- (g) On August 15, 2018, pursuant to the Interim Compensation Order, Akerman served its twenty-third fee statement for the period from July 1, 2018, through July 31, 2018 (the "Twenty-Third Fee Statement"). The Twenty-Third Fee Statement sought an allowance of \$23,863.00 as compensation for services rendered and the reimbursement of \$3,374.81 in expenses;
- (h) On September 14, 2018, pursuant to the Interim Compensation Order, Akerman served its twenty-fourth fee statement for the period from August 1, 2018, through August 31, 2018 (the "Twenty-Fourth Fee Statement"). The Twenty-Fourth Fee Statement sought an allowance of \$48,314.00 as compensation for services rendered and the reimbursement of \$1,607.30 in expenses;
- (i) On October 15, 2018, pursuant to the Interim Compensation Order, Akerman served its twenty-fifth fee statement for the period from September 1, 2018, through September 30, 2018 (the "Twenty-Fifth Fee Statement"). The Twenty-Fifth Fee Statement sought an allowance of \$8,826.50 as compensation for services rendered and the reimbursement of \$753.37 in expenses; and
- (j) On November 15, 2018, pursuant to the Interim Compensation Order, Akerman served its twenty-sixth fee statement for the period from October 1, 2018, through October 31, 2018 (the "Twenty-Sixth Fee Statement" and together with the Seventeenth Fee Statement, Eighteenth Fee Statement, Nineteenth Fee Statement, Twentieth Fee Statement, Twenty-First Fee Statement, Twenty-Second Fee Statement, Twenty-Third Fee Statement, Twenty-Fourth Fee Statement, and Twenty-Fifth Fee Statement collectively, the "Fifth Interim Fee Statements"). The Twenty-Sixth Fee Statement sought an allowance of \$9,626.00 as compensation for services rendered and the reimbursement of \$226.29 in expenses.

21. As of the filing of this Application, Akerman has received \$47,148.35 toward the Fifth Interim Fee Statements.

22. Akerman has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these jointly-administered cases.

23. No promises have been received by Akerman or any member thereof as to compensation in connection with these jointly-administered cases other than in accordance with the provisions of the Bankruptcy Code.

## **II. CASE STATUS**

24. On December 14, 2017, the Debtors filed the Joint Plan Under Chapter 11 of the Bankruptcy Code (the "Plan") (Doc. 859). Pursuant to the Plan, the Debtors anticipate liquidating all of their assets. The Debtors did not file a disclosure statement with the Plan. On January 25, 2018, the Court entered its Order Granting Debtors' Motion to Extend the Time For Filing Disclosure Statement to Accompany Debtors' Joint Plan (the "Extension Order") (Doc. 939). Under the Extension Order, the Debtors have until February 14, 2018, to file a disclosure statement to accompany their Joint Plan or the Joint Plan shall be withdrawn prior to that date.

25. On February 13, 2018, the Debtors filed a Notice of Withdrawal of Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code (Doc. 944).

26. On June 1, 2018, the Equity Committee filed a Disclosure Statement (Doc. 1044) (the "Equity Committee's Disclosure Statement") and Chapter 11 Plan of Reorganization (Doc. 1045).

27. On June 15, 2018, the Debtors filed a Debtors' Motion for an Order (A) Approving Asset Purchase Agreement; (B) Authorizing Sale of the Transferred Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Leases in Connection Therewith; (D) Approving Settlement with The PacBridge Parties; and (E) Granting Related Relief (Doc. 1055) (the "Sale Motion").

28. On June 29, 2018, the Official Committee of Unsecured Creditors (the "Creditors' Committee") filed a Disclosure Statement (Doc. 1084) and Joint Chapter 11 Plan of Reorganization (Doc. 1085).

29. On July 11, 2018, Euclid Investments LP / Euclid Claims Recovery LLC filed an Objection (Doc. 1109) to the Sale Motion.

30. On July 18, 2018, the Debtors filed an Objection (Doc. 1119) and the U.S. Department of Commerce filed an Objection (Doc. 1120) to the Equity Committee's Disclosure Statement.

31. On July 18, 2018, the Debtors filed an Objection (Doc. 1121) to the Creditors' Committee Disclosure Statement.

32. On July 18, 2018, Lange Feng, PacBridge Capital Partners (HK) Ltd., Jihe Zhang, Haiping Zou, Stockholder High Nature Holdings Limited (collectively, the "Investors") filed a Joinder (Doc. 1123) to the Debtors' Objection to the Equity Committee's Disclosure Statement and a Joinder (Doc. 1124) to the Debtor's Objection to the Creditors' Committee's Disclosure Statement.

33. On July 18, 2018, the Ad Hoc Equity Group filed a Joinder (Doc. 1126) to the Debtors' Objection to the Creditors' Committee's Disclosure Statement and a Joinder (Doc. 1127) to the Debtors' Objection to the Equity Committee's Disclosure Statement.

34. On August 24, 2018, the Creditors' Committee filed a Limited Objection (Doc. 1168) to the Sale Motion.

35. On August 27, 2018, the Equity Committee filed a Response in Opposition (Doc. 1170) to the Sale Motion.

36. On September 11, 2018, the Court entered the Order on Hearing to Consider Debtor's Sale Motion and Disclosure Statements filed by The Equity Committee and The Unsecured Creditors' Committee (Doc. 1199).

37. On September 13, 2018, the Court entered the Order (a) Approving Competitive Bidding and Sale Procedures; (b) Approving Form and Manner of Notices; (c) Approving Form of Asset Purchase Agreement; (d) Approving Break-Up Fee and Expense Reimbursement; (e) Scheduling Auction and Hearing to Consider Final Approval of Sale, Including Rejection or Assumption and Assignment of Related Executory Contracts and Unexpired Leases and Settlement with the PacBridge Parties; (f) Authorizing Sale of the Transferred Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests; and (g) Granting Related Relief (Doc. 1201).

38. On September 19, 2018, the Debtors filed a Notice of Sale and Auction Hearing (Doc. 1204).

39. On October 3, 2018, the Equity Committee filed a Motion to Establish Document Retention Protocols (Doc. 1221).

40. On October 5, 2018, the Equity Committee filed a Reservation of Rights and Limited Objection to Debtors' Motion for an Order (A) Approving Asset Purchase Agreement; (B) Authorizing Sale of the Transferred Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Leases in Connection Therewith; (D) Approving Settlement with The PacBridge Parties; and (E) Granting Related Relief (Doc. 1225).

41. On October 8, 2018, the Debtors filed a Notice of Cancellation of Auction and Intent to Seek Approval of the Sale of the Transferred Assets to the Stalking Horse Purchaser (Doc. 1226).

42. On October 17, 2018, the Debtors filed an Objection to Motion of the Official Committee of Equity Security Holders to Establish Document Retention Protocols (Doc. 1230).

43. On October 19, 2018, the Court entered the Order (A) Approving asset purchase agreement; (B) Authorizing sale of the transferred assets free and clear of all liens, claims, encumbrances and interests; (C) authorizing the Assumption and Assignment of certain executory contracts and leases in connection therewith; (D) Approving Settlement with the Pacbridge parties; and (E) Granting Related Relief (Doc. 1232).

44. On October 30, 2018, the Court entered the Agreed Order Granting Motion of the Official Committee of Equity Security Holders to Establish Document Retention Protocols (Doc. 1247).

### **III. APPLICATION**

45. By this Application, Akerman is seeking full allowance of (a) compensation for professional services rendered by Akerman, as counsel for the Equity Committee, during the Fifth Interim Compensation Period, and (b) reimbursement of expenses incurred by Akerman in connection with such services during the Fifth Interim Compensation Period.

46. In this Application, Akerman seeks approval of the amount of \$283,361.50 for legal services rendered on behalf of the Equity Committee during the Fifth Interim Compensation Period and the amount of \$16,958.05 for reimbursement of expenses incurred in connection with the rendition of such services, for a total award of \$300,319.55.

47. Pursuant to the Interim Compensation Order and subject to its terms, Akerman, together with all other retained professionals, is entitled upon submission of its monthly statements to the U.S. Trustee to eighty percent (80%) of its fees sought in each of Akerman's Fifth Interim Fee Statements and reimbursement of one hundred percent (100%) of Akerman's expenses. As noted above, as of the date of this Application Akerman has received \$47,148.35 towards the Fifth Interim Fee Statements.

48. The fees sought by this Application reflect an aggregate of 803.00 hours of attorney and paraprofessional time spent and recorded in performing services for the Equity Committee during the Fifth Interim Compensation Period, at a blended average hourly rate of \$352.87 for both professionals and paraprofessionals.

49. Akerman rendered to the Equity Committee all services for which compensation is sought solely in connection with these cases in furtherance of the duties and functions of the Equity Committee.

50. Akerman maintains computerized records of the time expended in the rendering of the professional services required by the Equity Committee. These records are maintained in the ordinary course of Akerman's business. For the convenience of the Court and parties in interest, a billing summary for the Fifth Interim Compensation Period is attached as part of the cover sheet, setting forth the name of each attorney and paraprofessional for whose work on this case compensation is sought, each attorney's year of bar admission, the aggregate amount of time expended by each such attorney or paraprofessional, the hourly billing rate for each such attorney or paraprofessional at Akerman's current billing rates and an indication of the individual amounts requested as part of the total amount of compensation requested. In addition, set forth in the billing summary is additional information indicating whether each attorney is a partner or

associate, the number of years each attorney has held such position, and each attorney's area of concentration. The compensation requested by Akerman is based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code.

51. Attached hereto as **Composite Exhibit A** are time entry records broken down in tenths of an hour by project category, based on the U.S. Trustee Guidelines, setting forth a detailed description of services performed by each attorney and paraprofessional on behalf of the Equity Committee for the Fifth Interim Compensation Period.

52. Akerman also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought for the Fifth Interim Compensation Period is attached hereto as **Exhibit B**.

#### **IV. SUMMARY OF PROFESSIONAL SERVICES RENDERED**

53. To provide an orderly summary of the services rendered on behalf of the Equity Committee by Akerman, and in accordance with the U.S. Trustee Guidelines, Akerman has established the following separate project billing categories in connection with this case:

- (a) B110 – Case Administration
- (b) B120 – Asset Analysis and Recovery
- (c) B130 – Asset Disposition
- (d) B140 – Relief from Stay /Adequate Protection Procedures
- (e) B150 – Meetings of and Communications with Creditors
- (f) B151 - Communications with Equity Holders and Equity Committee Members
- (g) B160 – Fee/Employment Applications
- (h) B170 – Fee/Employment Objections
- (i) B180 – Avoidance Action Analysis
- (j) B185 – Assumption/Rejection of Leases and Contracts
- (k) B190 – Other Contested Matters (excluding assumption/rejection motions)
- (l) B191 – Investigation and Pursuit of Securities and Other Litigation Claims
- (m) B192 – Adversary Proceedings
- (n) B195 – Non-Working Travel

- (o) B210 – Business Operations
- (p) B220 – Employee Benefits/Pensions
- (q) B230 – Financing/Cash Collections
- (r) B240 – Tax Issues
- (s) B250 – Real Estate
- (t) B251 – Personal Property
- (u) B260 – Board of Directors Matters
- (v) B310 – Claims Administration and Objections
- (w) B320 – Plan and Disclosure Statement (including Business Plan)
- (x) B410 – General Bankruptcy Advice/Opinions
- (y) B420 - Restructurings

54. The following summary is intended to highlight a number of the services rendered by Akerman in the separate project billing categories where Akerman has expended a considerable number of hours on behalf of the Equity Committee, and it is not meant to be a detailed description of all of the work performed. Detailed descriptions of the day-to-day services provided by Akerman during the Fifth Interim Compensation Period and the time expended performing such services in each project billing category are fully set forth in **Composite Exhibit A** hereto.

**(a) B110 – Case Administration**

55. Akerman worked with its co-counsel, LGB, on behalf of the Equity Committee to monitor the Debtors' bankruptcy case, including communication with the Debtors' professionals, the Creditors' Committee, and other interested parties on numerous matters involving administration of the estate, attendance at hearings on motions and matters, and communications with the case manager and the Court's staff with regards to logistics, calendaring issues, and other administrative details.

**(b) B130 – Asset Disposition**

56. During the Fifth Interim Compensation Period, the Debtor filed the Sale Motion.

57. On August 2, 2018, the Court entered an Order on Status Conference (Doc. 1147), which scheduled a hearing on the Sale Motion for August 30, 2018.

58. On August 27, 2018, Akerman prepared and file a Response in Opposition (Doc. 1170) to the Sale Motion.

59. On September 11, 2018, the Court entered the Order on Hearing to Consider Debtor's Sale Motion and Disclosure Statements Filed by the Equity Committee and the Unsecured Creditors' Committee (Doc. 1199), which scheduled a hearing on the sale for October 18, 2018, at 10:00 a.m. (the "Sale Hearing").

60. The Court denied approval of the Equity Committee's Disclosure Statement and approved the Sale Motion.

61. On September 13, 2018, the Court entered the Order (A) Approving Competitive Bidding and Sale Procedures; (B) Approving Form and Manner of Notices; (C) Approving Form of Asset Purchase Agreement; (D) Approving Break-Up Fee and Expense Reimbursement; (E) Scheduling Auction and Hearing to Consider Final Approval of Sale, Including Rejection or Assumption and Assignment of Related Executory Contracts and Unexpired Leases and Settlement with the PacBridge Parties; (F) Authorizing Sale of the Transferred Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests; and (G) Granting Related Relief (the "Bidding Procedures Order") (Doc. 1201).

62. On September 19, 2018, the Debtors filed a Notice of Sale and Auction Hearing (Doc. 1204).

63. In accordance with the Bidding Procedures Order, the deadline to submit bids was October 5, 2018, at 4:00 p.m. Other than the bid submitted by Premier Acquisition Holdings

LLC, a Delaware limited liability company (the "Stalking Horse Purchaser"), the Debtors did not receive any other qualified bids prior to the deadline.

64. On October 8, 2018, the Debtors filed a Notice of Cancellation of Auction and Intent to Seek Approval of the Sale of the Transferred Assets to the Stalking Horse Purchaser (Doc. 1226).

65. On October 19, 2018, the Court entered the Order (A) Approving asset purchase agreement; (B) Authorizing sale of the transferred assets free and clear of all liens, claims, encumbrances and interests; (C) authorizing the Assumption and Assignment of certain executory contracts and leases in connection therewith; (D) Approving Settlement with the Pacbridge parties; and (E) Granting Related Relief (Doc. 1232).

**(c) B151 - Communications with Equity Holders and Equity Committee Members**

66. During the Fifth Interim Compensation Period, Akerman received and responded to numerous inquiries, both telephonic and electronic, regarding, inter alia, (a) information pertaining to the filing of claims, (b) information relating to the Debtors' Plan, (c) information related to the potential amount of distributions to unsecured creditors, (d) potential causes of action that could benefit the Debtors' bankruptcy estates, creditors and equity holders, and (e) general information regarding the Chapter 11 process.

67. Further, Akerman participated in numerous conferences with the Equity Committee and other interested parties regarding the foregoing and other aspects of this Chapter 11 case.

**(d) B160 - Fee/Employment Applications**

68. During the Fifth Interim Compensation Period, Akerman prepared and filed the Fourth Application (Doc. 948).

69. Akerman also prepared and filed the Third Application of Teneo Securities LLC as Financial Advisor to the Equity Committee for Interim Allowance of Compensation for Services Rendered During the Period from September 1, 2017 through and including December 31, 2017 (Doc. 950).

70. Akerman also prepared and submitted its invoices on a monthly basis in accordance with the U.S. Trustee Guidelines and the Interim Compensation Order.

**(e) B191 – Investigation and Pursuit of Securities and Other Litigation Claims**

71. Akerman analyzed potential claims against pre-Petition Date officers and directors and engaged in communications with counsel for certain pre-Petition Date officers and directors as to the nature and extent of those claims, including some settlement discussions.

72. The potential claims against pre-Petition Date officers and directors and other claims that may exist are relatively complex and investigation and analysis is ongoing.

**(f) B320 – Plan and Disclosure Statement**

73. During the Fifth Interim Compensation Period, Akerman prepared and filed the Equity Committee's Disclosure Statement (Doc. 1044) and Chapter 11 Plan of Reorganization (Doc. 1045).

74. On June 29, 2018, the Official Committee of Unsecured Creditors (the "Creditors' Committee") filed a Disclosure Statement (Doc. 1084) and Joint Chapter 11 Plan of Reorganization (Doc. 1085), which Akerman analyzed.

75. On July 18, 2018, the Debtors filed an Objection (Doc. 1119) to the Equity Committee's Disclosure Statement.

76. On August 29, 2018, Akerman prepared and filed an Amended Disclosure Statement (Doc. 1179), Amended Chapter 11 Plan of Reorganization (Doc. 1180), and a Reply

(Doc. 1183) to the Debtors' Objection to Entry of an Order Approving the Disclosure Statement to Accompany Chapter 11 Plan of Reorganization Proposed by Equity Committee (Doc. 1183).

77. On September 11, 2018, the Court entered the Order on Hearing to Consider Debtor's Sale Motion and Disclosure Statements filed by The Equity Committee and The Unsecured Creditors' Committee (Doc. 1199).

78. On September 13, 2018, the Court entered the Order (a) Approving Competitive Bidding and Sale Procedures; (b) Approving Form and Manner of Notices; (c) Approving Form of Asset Purchase Agreement; (d) Approving Break-Up Fee and Expense Reimbursement; (e) Scheduling Auction and Hearing to Consider Final Approval of Sale, Including Rejection or Assumption and Assignment of Related Executory Contracts and Unexpired Leases and Settlement with the PacBridge Parties; (f) Authorizing Sale of the Transferred Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests; and (g) Granting Related Relief (Doc. 1201).

79. On October 3, 2018, the Equity Committee filed a Motion to Establish Document Retention Protocols (Doc. 1221) (the "Protocol Motion").

80. On October 17, 2018, the Debtors filed an Objection to Motion of the Official Committee of Equity Security Holders to Establish Document Retention Protocols (Doc. 1230).

81. On October 30, 2018, the Court entered the Agreed Order Granting Motion of the Official Committee of Equity Security Holders to Establish Document Retention Protocols (Doc. 1247).

82. Akerman attended the hearings on the Protocol Motion, Sale Motion and the Disclosure Statements filed by the Equity Committee and the Creditors' Committee and argued in favor of the Equity Committee's Plan and against the sale process.

83. The professional fees rendered incurred by Akerman during the Fifth Interim Compensation Period by project billing categories are as follows:

<b>Project Billing Category</b>	<b>Hours</b>	<b>Fees</b>
B100 – Administration	1.50	\$847.50
B110 – Case Administration	21.00	\$9,430.00
B120 – Asset Analysis and Recovery	12.50	\$5,463.50
B130 – Asset Disposition	269.50	\$89,120.50
B140 – Relief from Stay/Adequate Protection Proceedings	1.60	\$595.00
B150 – Meetings of and Communications with Creditors	.80	\$140.00
B151 - Communications with Equity Holders and Equity Committee Members	35.80	\$13,621.00
B160 – Fee/Employment Applications	33.80	\$8,452.00
B185 – Assumption/Rejection of Leases and Contracts	19.10	\$7,077.50
B190 – Other Contested Matters	58.50	\$21,981.50
B191 – Investigation and Pursuit of Securities and Other Litigation Claims	128.80	\$44,913.00
B192 – Adversary Proceedings	4.00	\$1,440.00
B240 – Tax Issues	5.50	\$3,058.00
B250 – Real Estate	.30	\$97.50
B300 - Claims and Plan	23.60	\$13,194.00
B310 – Claims Administration and Objections	11.90	\$3,738.00
B320 – Plan and Disclosure Statement	174.50	\$60,023.00
B400 – Bankruptcy-related Advice	.30	\$169.50
<b>Total</b>	<b>803.00</b>	<b>\$283,361.50</b>

## V. EXPENSES

84. Akerman has incurred a total of \$16,958.05 in expenses in connection with representing the Equity Committee during the Fifth Interim Compensation Period. Akerman records all expenses incurred in connection with the performance of professional services.

85. In connection with the reimbursement of expenses, Akerman's policy is to charge its clients in all areas of practice for expenses, other than fixed and routine overhead expenses, incurred in connection with representing its clients. The expenses charged to Akerman's clients include, among other things, mail and FedEx charges, special or hand delivery charges, photocopying charges, computerized research and transcription costs.

86. Akerman charges the Equity Committee for these expenses at rates consistent with those charged to Akerman's other bankruptcy clients, which rates are equal to or less than the rates charged by Akerman to its non-bankruptcy clients.

87. In providing or obtaining from third parties services which are reimbursable by clients, Akerman does not include in such reimbursable amount any costs of investment, equipment or capital outlay.

88. Throughout the Fifth Interim Compensation Period, Akerman has been keenly aware of cost considerations and has tried to minimize the expenses charged to the Debtors' estate.

## **VI. ALLOWANCE OF COMPENSATION**

89. The professional services rendered by Akerman have required a high degree of professional competence and expertise to address, with skill and dispatch, the numerous issues requiring evaluation and action by the Equity Committee. Akerman respectfully submits that the services rendered to the Equity Committee were performed efficiently, effectively and economically, and that the results obtained to-date have and will continue to benefit the equity holders as well as and the Debtors' bankruptcy estates and interests of other stakeholders in these Chapter 11 cases.

90. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in Section 331 of the Bankruptcy Code:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under Section 330 of this Title.

11 U.S.C. § 331.

91. With respect to the level of compensation, Section 330(a)(1)(A) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person, "reasonable compensation for actual, necessary services rendered." Section 330(a)(3)(A), in turn, provides that:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. §330(a)(3)(A).

92. The congressional policy expressed above provides for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy cases. *In re Hillsborough Holdings Corp.*, 127 F.3d 1398, 1403-04 (11th Cir. 1997) ("Congress determined, it appears, that on average the gain to the estate of employing able, experienced, expert counsel would outweigh the expense to the estate of doing so, and that unless the estate paid competitive

[market] sums it could not retain such counsel on a regular basis.") (Citations and quotations omitted).

93. A bankruptcy court may compensate a party that makes a "substantial contribution" to a chapter 11 case by approving payment to that party by the debtor of the fees and expenses incurred by that party. Section 503(b)(3)(D) of the Bankruptcy Code reflects a policy of encouraging meaningful participation in chapter 11 by interested parties while "keeping fees and administrative expenses to a minimum so as to preserve as much of the estate as possible for the creditors." *Ott v. United States*, 419 U.S. 43, 53 (1974). Here, the Equity Holders engaged counsel to promote the establishment of an equity committee that would represent the interests of all equity holders. The Debtors have repeatedly established that there exists substantial equity value over and above amounts needed to pay creditors in full. In recognition that equity holders have substantial interests at risk in this case, the U. S. Trustee did appoint an Equity Committee. Thus, the efforts of these Equity Holders led directly to the establishment of the Equity Committee, a clear and substantial benefit in this case.

94. The total time spent by Akerman attorneys and paraprofessionals during the Fifth Interim Compensation Period was 803.00 hours, which has a fair market value of \$283,361.50. As shown by this Application and supporting exhibits, Akerman's services were rendered economically and without unnecessary duplication of efforts. In addition, the work involved, and thus the time expended, was carefully assigned in consideration of the experience and expertise required for each particular task.

### **VIII. NOTICE**

95. Notice of this Application has been given to the United States Trustee, counsel for the Debtors, counsel for the Creditors' Committee, counsel for Lange Feng, Haiping Zou, and

Jihie Zhang, and to those parties on the Debtors' Master Service List, in accordance with the Order Granting Debtors' Motion for an Order Pursuant to 11 U.S.C. § 105(a) and Rule 2002 Establishing Notice Procedures (Doc. 140). In light of the nature of the relief requested herein, the Equity Committee requests that such notice be deemed adequate and sufficient.

#### **IX. CONCLUSION**

WHEREFORE, Akerman LLP respectfully requests the Court to enter an order, substantially in the form attached hereto as **Exhibit C**, (a) allowing Akerman (i) interim compensation for professional services rendered as co-counsel for the Equity Committee during the Fifth Interim Compensation Period in the amount of \$283,361.50, and (ii) reimbursement of expenses incurred in connection with rendering such services in the aggregate amount of \$16,958.05, for (iii) a total award of \$300,319.55; (b) authorizing and directing the Debtors to pay Akerman \$300,319.55; and (c) granting such further relief as is just.

Dated: December 7, 2018

**AKERMAN LLP**

By: /s/ Jacob A. Brown

Jacob A. Brown  
Florida Bar No. 170038  
50 North Laura Street, Suite 3100  
Jacksonville, Florida 32202  
(904) 798-3700  
(904) 798-3730 (Facsimile)  
jacob.brown@akerman.com

*Attorneys for the Official Committee of Equity Security Holders of Premier Exhibitions, Inc.*

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on December 7, 2018, the foregoing was transmitted to the Court for uploading to the Case Management/Electronic Case Files ("CM/ECF") System, which will send a notice of electronic filing to all creditors and parties in interest who have consented to receiving electronic notifications in this case. In accordance with the Court's Order Granting Debtors' Motion for an Order Pursuant to 11 U.S.C. § 105(a) and Rule 2002 Establishing Notice Procedures (Doc. 140), a copy of the foregoing was also furnished on December 7, 2018 by U.S. mail, postage prepaid and properly addressed, to the Master Service List attached hereto.

/s/ Jacob A. Brown  
Attorney

**MASTER SERVICE LIST**  
***Case No. 3:16-bk-02230-PMG***

A-1 Storage and Crane  
2482 197th Avenue  
Manchester, IA 52057

ABC Imaging  
14 East 38th Street  
New York, NY 10017

A.N. Deringer, Inc.  
PO Box 11349  
Succursale Centre-Ville  
Montreal, QC H3C 5H1

ATS, Inc.  
1900 W. Anaheim Street  
Long Beach, CA 90813

Broadway Video  
30 Rockefeller Plaza  
54th Floor  
New York, NY 10112

CBS Outdoor/Outfront Media  
185 US Highway 48  
Fairfield, NJ 07004

Dentons Canada LLP  
250 Howe Street, 20th Floor  
Vancouver, BC V6C 3R8

Enterprise Rent-A-Car Canada  
709 Miner Avenue  
Scarborough, ON M1B 6B6

Expedia, Inc.  
10190 Covington Cross Drive  
Las Vegas, NV 89144

George Young Company  
509 Heron Drive  
Swedesboro, NJ 08085

Gowlings  
550 Burrard Street  
Suite 2300, Bentall 5  
Vancouver, BC V6C 2B5

Hoffen Global Ltd.  
305 Crosstree Lane  
Atlanta, GA 30328

Kirvin Doak Communications  
5230 W. Patrick Lane  
Las Vegas, NV 89118

MNP LLP  
15303 - 31st Avenue  
Suite 301  
Surrey, BC V3Z 6X2

Morris Visitor Publications  
PO Box 1584  
Augusta, GA 30903

NASDAQ Stock Market, LLC  
805 King Farm Blvd.  
Rockville, MD 20850

National Geographic Society  
1145 - 17th Avenue NW  
Washington, DC 20036

NYC Dept. of Finance  
PO Box 3646  
New York, NY 10008

PacBridge Limited Partners  
22/F Fung House  
19-20 Connaught Road  
Central Hong Kong

Ramparts, Inc.  
d/b/a Luxor Hotel and Casino  
3900 Las Vegas Blvd. South  
Las Vegas, NV 89119

Seaventures, Ltd.  
5603 Oxford Moor Blvd.  
Windemere, FL 34786

Syzygy3, Inc.  
231 West 29th Street  
Suite 606  
New York, NY 10001

TPL  
3340 Peachtree Road  
Suite 2140  
Atlanta, GA 30326

Verifone, Inc.  
300 S. Park Place Blvd.  
Clearwater, FL 33759

WNBC - NBC Universal Media  
30 Rockefeller Center  
New York, NY 10112

Jonathan B. Ross, Esq.  
Gowling WLG (Canada) LLP  
550 Burrard Street, Suite 2300, Bentall 5  
Vancouver, BC V6C 2B5

Pallet Rack Surplus, Inc.  
1981 Old Covington Cross Road NE  
Conyers, GA 30013

Screen Actors Guild  
1900 Broadway  
5th Floor  
New York, NY 10023

Soprintendenza Archeologica  
di Napoli e Pompei  
Piazza Museo 19  
Naples, Italy 80135

Time Out New York  
405 Park Avenue  
New York, NY 10022

TSX Operating Co.  
70 West 40th Street  
9th Floor  
New York, NY 10018

Samuel Weiser  
565 Willow Raod  
Winnetka, IL 60093

United States Attorney's Office  
Middle District of Florida  
300 N. Hogan Street, Suite 700  
Jacksonville, FL 32202

Christine R. Etheridge, Esq.  
Bankruptcy Administration  
Wells Fargo Vendor Financial Services, LLC  
PO Box 13708  
Macon, GA 31208

TSX Operating Co., LLC  
c/o James Sanna  
70 W. 40th Street  
New York, NY 10018  
*Creditor Committee*

Dallian Hoffen Biotechnology Co., Ltd.  
c/o Ezra B. Jones  
305 Crosstree Lane  
Atlanta, GA 30328  
*Creditor Committee*

B.E. Capital Management Fund LP  
Thomas Branziel  
205 East 42nd Street , 14th Floor  
New York, NY 10017  
*Creditor Committee*

**Composite Exhibit A**

**(Fee Statements)**



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

**Remittance Copy**

Invoice Date      February 09, 2018  
 Invoice No.        9318842

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
 Matter Name: **PREMIER EXHIBITIONS, INC.**  
 Matter Number: **0318769**

---

*For professional services rendered through January 31, 2018 as summarized below:*

Services	\$33,059.00
Disbursements	<u>\$1,728.27</u>
<b>TOTAL THIS INVOICE</b>	<b>\$34,787.27</b>

<b>PREVIOUS BALANCE</b>	<b>67,030.14</b>
(Includes payments received through 02/09/18)	
<b>TOTAL AMOUNT DUE</b>	<b>\$101,817.41</b>

*I hereby certify that I am in compliance with the terms of the Order Establishing Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals.*

---

*To ensure proper credit to the above account, please indicate invoice no. 9318842  
 Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account  
 c/o SunTrust Bank, Atlanta, GA  
 ABA Number: 061000104  
 Account Number: 0215-252207533  
 Swift code SNTRUS3A (For International Wires Only)  
 IRS EIN 59-3117860

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Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

Invoice Date      February 09, 2018  
 Invoice No.        9318842

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
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Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	January 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9318842

**Task Code: B110 CASE ADMINISTRATION**

5-Jan-18	Communications with counsel for interested parties regarding rescheduling M. Little Examination.	JAB	0.30	120.00
9-Jan-18	Communications with P. Gurfein regarding upcoming hearing, case issues and strategy to resolve same.	JAB	0.20	80.00
11-Jan-18	Prepare for and participate in settlement conference with Debtor's and Creditor's committee counsel with pre and post strategy sessions with P. Gurfein.	JAB	2.80	1,120.00
12-Jan-18	Confer re: various case and confirmation issues.	SRW	0.50	220.00
18-Jan-18	Review email communication of committee members, P. Gurfein, Debtor's counsel and Financial Advisors related to mediation and other case issues.	JAB	1.20	480.00
19-Jan-18	Post conference call analysis of pending case issues.	JAB	0.40	160.00
26-Jan-18	Email communication to P. Gurfein with [REDACTED] [REDACTED].	JAB	0.40	160.00
31-Jan-18	Communications with P. Gurfein regarding strategy and proposed communications with Ad Hoc Equity Group and Debtor's Counsel.	JAB	0.70	280.00
31-Jan-18	Review correspondence from Gurfein; prepare correspondence to Gurfein re Schedule 13D.	ELM	0.90	486.00
<b>Subtotal for Code B110 CASE ADMINISTRATION</b>			<b>7.40</b>	<b>3,106.00</b>

**Task Code: B120 ASSET ANALYSIS AND RECOVERY**

19-Jan-18	Research related to [REDACTED].	MKF	1.00	285.00
26-Jan-18	Prepare brief memorandum to J. Brown and P. Gurfein regarding [REDACTED].	MKF	0.40	114.00
<b>Subtotal for Code B120 ASSET ANALYSIS AND RECOVERY</b>			<b>1.40</b>	<b>399.00</b>

**Task Code: B130 ASSET DISPOSITION**

4-Jan-18	Communications with P. Gurfein, Lincoln Advisors and Committee Members regarding Plan, Sale and related matters.	JAB	0.80	320.00
15-Jan-18	Review email communications with committee, P. Gurfein and Lincoln regarding various case issues and plan and sale status.	JAB	0.60	240.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		January 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9318842
16-Jan-18	Prepare for and participate in conference call with P. Gurfein and Lincoln International regarding sale and plan options.	JAB	0.90	360.00
25-Jan-18	Communications with P. Gurfein, Debtor's counsel, Lincoln Advisors and Committee Members regarding mediation/sale related matters.	JAB	1.00	400.00
26-Jan-18	Communications with P. Gurfein and committee regarding mediation and sale/plan issues.	JAB	0.70	280.00
<b>Subtotal for Code B130 ASSET DISPOSITION</b>			<b>4.00</b>	<b>1,600.00</b>

**Task Code:** **B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB**

11-Jan-18	Review and comment on memos to committee with case updates.	JAB	0.40	160.00
18-Jan-18	Telephone call with P. Gurfein in preparation for committee call.	JAB	0.20	80.00
19-Jan-18	Prepare for and participate in conference call with Equity Committee regarding mediation, sale, plan and related matters.	JAB	1.80	720.00
22-Jan-18	Communication with P. Gurfein, Lincoln Advisors and Committee regarding mediation terms and conditions and related matters.	JAB	0.80	320.00
23-Jan-18	Review and comment on recent Committee conference call minutes.	JAB	0.10	40.00
24-Jan-18	Prepare for and participate in conference call with counsel for Debtors and committee regarding mediation requirements and parameters.	JAB	1.00	400.00
<b>Subtotal for Code B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB</b>			<b>4.30</b>	<b>1,720.00</b>

**Task Code:** **B160 FEE/EMPLOYMENT APPLICATIONS**

12-Jan-18	Revise and finalize December invoices and prepare communications to circulate same.	JAB	0.50	200.00
12-Jan-18	Draft letter to M. Suarez forwarding December invoice.	JSM	0.20	35.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	January 31, 2018
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0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9318842
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30-Jan-18	Draft Fourth Interim Fee Application and proposed Order and calculate task codes per timekeeper and timekeeper totals for September through December.	JSM	2.50	437.50
31-Jan-18	Work on Fourth Interim Fee Applications.	JAB	0.80	320.00
31-Jan-18	Assistance with review of LGB's Fourth Interim Fee Application.	JSM	0.20	35.00
	<b>Subtotal for Code B160 FEE/EMPLOYMENT APPLICATIONS</b>		<b>4.20</b>	<b>1,027.50</b>

**Task Code: B185 ASSUMPTION/REJECTION OF LEASES AND CONTRACTS**

2-Jan-18	Assistance with NY Landlord Mediation Preparation and related matters.	JSM	0.50	87.50
3-Jan-18	Review and comment on memorandum to committee regarding NY landlord mediation.	JAB	0.30	120.00
3-Jan-18	Assistance with NY Landlord Mediation Preparation and related matters.	JSM	2.00	350.00
3-Jan-18	Review draft mediation statement, mediation related communications and related claims and otherwise prepare for January 6th mediation.	JAB	2.50	1,000.00
4-Jan-18	Continued Preparation for Mediation.	JAB	1.80	720.00
5-Jan-18	Preparation for and participation in mediation of New York Landlord Claims.	JAB	10.50	4,200.00

076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	January 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9318842

**Subtotal for Code B185 ASSUMPTION/REJECTION OF  
LEASES AND CONTRACTS**      **17.60**      **6,477.50**

**Task Code:** **b190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI)**

9-Jan-18	Telephone communications with attorney Busey regarding status of Apollo/Alta diligence.	JAB	0.10	40.00
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**Subtotal for Code b190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI)**      **0.10**      **40.00**

**Task Code:** **B190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI)**

23-Jan-18	Review communications regarding mediation and Apollo/Alta offer among case professionals, financial advisors and committee.	JAB	0.40	160.00
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25-Jan-18	Review and revise Joint Motion for Appointment of Mediator and related proposed Order.	MKF	0.60	171.00
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25-Jan-18	Draft Joint Motion to Appoint Mediator and Schedule Mediation and proposed Order Granting Joint Motion to Appoint Mediator and Schedule Mediation and assistance with revisions to same.	JSM	1.50	262.50
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**Subtotal for Code B190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI)**      **2.50**      **593.50**

**Task Code:** **B191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION**

1-Jan-18	Draft deposition outline re Restatement of DK's financials	JDL	3.30	1,155.00
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3-Jan-18	Communications with counsel for interested parties regarding scheduling/conducting M. Little deposition.	JAB	0.60	240.00
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3-Jan-18	Revise outline for Mike Little Deposition (2.5) Review additional documents to determine whether they should be included in the M. Little Deposition (3.3) Prepare documents for M. Little deposition (2.3) Correspond with P. Gurfein re updating the Equity Committee about judgment in the Sellers Capital lawsuit (.3)	JDL	8.40	2,940.00
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3-Jan-18	Review outline materials for Mike Little deposition.	BPM	0.50	282.50
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Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	January 31, 2018	
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9318842	
4-Jan-18	Communications and analysis regarding Equity Holder filing requirements.	JAB	0.60	240.00
4-Jan-18	Revise M. Little outline for deposition	JDL	2.80	980.00
5-Jan-18	Revise which documents will be used in the M. Little deposition	JDL	0.70	245.00
5-Jan-18	Correspondence re Mike Little deposition.	BPM	0.30	169.50
8-Jan-18	Draft Notice of Cancellation of 2004 Exam of Michael J. Little and coordinate electronic filing and service of same.	JSM	0.30	52.50
8-Jan-18	Revise outline and discuss strategy with B. Miller	JDL	1.90	665.00
8-Jan-18	Review key documents for Little deposition.	BPM	0.40	226.00
8-Jan-18	Revise Notice of Cancellation of M. Little 2004 Examination.	JAB	0.10	40.00
8-Jan-18	Email communications with attorney Syed regarding certificate of service.	JAB	0.10	40.00
16-Jan-18	Review documents to be used in the M. Little examination and revise outline	JDL	1.70	595.00
18-Jan-18	Draft Notice of Rescheduled 2004 Exam of Michael J. Little.	JSM	0.20	35.00
18-Jan-18	Attention to Notice of Rescheduling M. Little 2004 Examination.	JAB	0.10	40.00
19-Jan-18	Coordinate electronic filing and service of Notice of Rescheduled 2004 Exam of Michael J. Little.	JSM	0.20	35.00
24-Jan-18	Attention to preparing draft Motion to Appoint Mediator and Approve Mediation Parameters.	JAB	0.60	240.00
25-Jan-18	Revise and circulate draft Joint Motion to Appoint Mediator, et al and proposed order.	JAB	1.40	560.00
26-Jan-18	Assistance with mediation preparation.	JSM	0.20	35.00
31-Jan-18	Prepare for M. Little deposition.	BPM	0.50	282.50

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	January 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9318842

**Subtotal for Code B191 INVESTIGATION AND PURSUIT  
OF SECURITIES AND OTHER LITIGATION**      **24.90**      **9,098.00**

**Task Code: B300 CLAIMS AND PLAN**

3-Jan-18	Research issues related to [REDACTED] [REDACTED].	MKF	0.50	142.50
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**Subtotal for Code B300 CLAIMS AND PLAN**      **0.50**      **142.50**

**Task Code: B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)**

4-Jan-18	Communications with P. Gurfein regarding Motion to Extend Deadline to File Disclosure Statement and anticipated objections thereto.	JAB	0.40	160.00
5-Jan-18	Revise draft reservation of rights as to motion to extend deadline to file disclosure statement.	JAB	0.40	160.00
5-Jan-18	Assistance with finalizing Statement and Reservation of Rights and coordinate electronic filing and service of same.	JSM	0.40	70.00
5-Jan-18	Research and revise Statement and Reservation of Rights in Response to Debtors' Motion to Extend Time to File Disclosure Statement and Ad Hoc Equity Group's Objection to same (2.5).	MKF	3.00	855.00
10-Jan-18	Assistance with preparation for hearing on January 11 on Debtor's motion to extend time to file disclosure statement.	JSM	0.30	52.50
11-Jan-18	Prepare for and participate in hearing on Motion to Extend deadline to file Disclosure Statement.	JAB	1.30	520.00
29-Jan-18	Research and analyze issues regarding [REDACTED]	JLD	1.50	585.00
29-Jan-18	Research and analysis regarding [REDACTED] [REDACTED].	JAB	2.40	960.00
29-Jan-18	Confer with P. Gurfein and S. Wirth regarding plan confirmation issues.	JAB	0.40	160.00
29-Jan-18	Call with P. Gurfein and research related to [REDACTED] [REDACTED].	MKF	0.30	85.50
30-Jan-18	Analyze [REDACTED] and conduct research re: same.	E B	0.90	450.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		January 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9318842
30-Jan-18	Continued research and analysis regarding [REDACTED]	JAB	1.50	600.00
30-Jan-18	Communications with P. Gurfein and Committee members regarding mediation rescheduling and plan/confirmation issues.	JAB	0.60	240.00
30-Jan-18	Research and analyze i [REDACTED]	JLD	3.50	1,365.00
31-Jan-18	Continued research regarding [REDACTED] [REDACTED]	JAB	1.80	720.00
31-Jan-18	Research and analyze issues regarding [REDACTED] [REDACTED]	JLD	4.80	1,872.00
<b>Subtotal for Code B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)</b>				<b>23.50      8,855.00</b>

**Total Fees for Services Rendered.....\$33,059.00**

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
5-Jan-18	POSTAGE	13.34
8-Jan-18	POSTAGE	13.34
8-Jan-18	POSTAGE	9.20
19-Jan-18	POSTAGE	10.35
19-Jan-18	POSTAGE	13.34
Total for POSTAGE		59.57
4-Jan-18	DUPLICATING-Miami	181.80
5-Jan-18	DUPLICATING	43.60
8-Jan-18	DUPLICATING	14.80
19-Jan-18	DUPLICATING	29.20
Total for DUPLICATING		269.40
19-Jan-18	FEDERAL EXPRESS Airbill: 789318426564 per 1902 Invoice No: 606208932 Ship Dt: 01/11/18	46.06
Total for FEDERAL EXPRESS		46.06

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	January 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9318842

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
31-Jan-18	TRANSPORTATION - BRIAN P. MILLER: Airfare - Attend deposition of Michael Little. BM/2422	805.60
	Total for TRANSPORTATION	805.60
11-Jan-18	MEALS - JACOB A. BROWN: Lunch - Premier Exhibitions - Planning/Strategy lunch with P. Gurfein on 01/11/18 at Cafe Nola with Peter Gurfein, Landau Gottfried & Berger LLP. JB/1685	34.82
	Total for MEALS	34.82
5-Jan-18	PARKING - JACOB A. BROWN: Parking - Premier Mediation.. JB/1685	6.00
	Total for PARKING	6.00
5-Jan-18	OTHER TRAVEL EXPENSES - JACOB A. BROWN: Mileage - Premier Mediation.. JB/1685	215.82
	Total for OTHER TRAVEL EXPENSES	215.82
29-Jan-18	WESTLAW RESEARCH 012918 DICKS,JOHN L TAMPA	291.00
	Total for WESTLAW RESEARCH	291.00
	<b>Total Disbursements .....</b>	<b>\$1,728.27</b>

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	January 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9318842

<u>Initial</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BPM	B.P. MILLER	1.70	565.00	960.50
E B	E. BERGER	0.90	500.00	450.00
ELM	E. L. MORENO	0.90	540.00	486.00
JAB	J. A. BROWN	43.50	400.00	17,400.00
JDL	J. D. LAMET	18.80	350.00	6,580.00
JLD	J. L. DICKS II	9.80	390.00	3,822.00
JSM	J. S. MEEHAN	8.50	175.00	1,487.50
MKF	M. K. FACKLER	5.80	285.00	1,653.00
SRW	S. R. WIRTH	0.50	440.00	220.00
	Total	90.40		\$33,059.00



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

**Remittance Copy**

Invoice Date                    March 13, 2018  
 Invoice No.                    9329081

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
 Matter Name: **PREMIER EXHIBITIONS, INC.**  
 Matter Number: **0318769**

---

*For professional services rendered through February 28, 2018 as summarized below:*

Services	\$42,189.50
Disbursements	<u>\$5,609.48</u>
<b>TOTAL THIS INVOICE</b>	<b>\$47,798.98</b>

<b>PREVIOUS BALANCE</b> (Includes payments received through 03/13/18)	<b>101,817.41</b>
<b>TOTAL AMOUNT DUE</b>	<b>\$149,616.39</b>

*I hereby certify that I am in compliance with the terms of the Order Establishing Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals.*

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*To ensure proper credit to the above account, please indicate invoice no. 9329081  
 Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account

c/o SunTrust Bank, Atlanta, GA

ABA Number: 061000104

Account Number: 0215-252207533

Swift code SNTRUS3A (For International Wires Only)

IRS EIN 59-3117860

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Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

Invoice Date                    March 13, 2018  
 Invoice No.                    9329081

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
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 Matter Name: **PREMIER EXHIBITIONS, INC.**  
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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	February 28, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9329081

**Task Code: B100 ADMINISTRATION**

19-Feb-18	Receive covenants and conditions and review same.	MDM	1.50	847.50
<b>Subtotal for Code B100 ADMINISTRATION</b>			<b>1.50</b>	<b>847.50</b>

**Task Code: B110 CASE ADMINISTRATION**

1-Feb-18	Review email communications among interested parties regarding Ad Hoc Committee diligence list and mediation update.	JAB	1.20	480.00
8-Feb-18	Review email communications regarding Net Operating Loss Status.	JAB	0.20	80.00
13-Feb-18	Post-conference call email communication among call attendees with case/communication updates.	JAB	0.20	80.00
17-Feb-18	Review and comment on revised proposed order appointing mediator.	JAB	0.20	80.00
17-Feb-18	Review communications among P. Gurfein, Lincoln Advisors & Committee regarding sale/plan issues.	JAB	0.50	200.00
17-Feb-18	Work on January fee statements and interim fee applications.	JAB	0.40	160.00
18-Feb-18	Review and comment on Mediation statement plan structure alternatives.	JAB	2.00	800.00
19-Feb-18	Communications with P. Gurfein and M. Mathews regarding maritime issues.	JAB	0.80	320.00
20-Feb-18	Review and analyze pleadings in and earlier decisions of Virginia District Court	MDM	1.50	847.50
22-Feb-18	Review materials regarding salvaged items.	MDM	2.40	1,356.00
25-Feb-18	Review Armada letter of intent and prepare correspondence outlining issues re same.	ELM	1.10	594.00
26-Feb-18	Communications with Committee Members and Attorneys Brown and Gurfein re letter of intent.	ELM	0.30	162.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	February 28, 2018
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<b>Subtotal for Code B110 CASE ADMINISTRATION</b>	<b>10.80</b>	<b>5,159.50</b>
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**Task Code: B130 ASSET DISPOSITION**

13-Feb-18	Prepare for and participate in call with Equity Committee, Lincoln Advisors and P. Gurfein regarding sale and plan related issues and strategy.	JAB	1.40	560.00
19-Feb-18	Email to M. Mathews forwarding Motion to Sell Property, Objection filed by the Dept. of Justice, Supplemental Motion to Sell Property, and Order Denying Motion to Sell Without Prejudice.	JSM	0.10	17.50

<b>Subtotal for Code B130 ASSET DISPOSITION</b>	<b>1.50</b>	<b>577.50</b>
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**Task Code: B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB**

8-Feb-18	Prepare for and participate in conference call with Equity Committee.	JAB	1.60	640.00
15-Feb-18	Assistance with mediation statement inserts (.5); communications regarding finalizing motion to appoint mediator (.2); review of January Fee Statements of Case Professionals (.3); review e-mail communications with P. Gurfein, Lincoln Advisors and Committee members (.4).	JAB	1.40	560.00

<b>Subtotal for Code B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB</b>	<b>3.00</b>	<b>1,200.00</b>
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**Task Code: B160 FEE/EMPLOYMENT APPLICATIONS**

2-Feb-18	Draft Third Interim Fee Application for Teneo Securities LLC.	JSM	1.50	262.50
2-Feb-18	Telephone conference with case manager regarding status of entry of Order on Second Interim Fee Application of Teneo Securities LLC.	JSM	0.10	17.50
12-Feb-18	Revise January invoice.	JSM	0.10	17.50
12-Feb-18	Work on fee applications and January invoices.	JAB	0.60	240.00
13-Feb-18	Draft proposed Order Approving Teneo Securities LLC's Third Interim Fee Application.	JSM	0.20	35.00
13-Feb-18	Draft letter to M. Suarez forwarding Akerman's invoice for January.	JSM	0.20	35.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	February 28, 2018	
0318769	PREMIER EXHIBITIONS, INC.		Invoice Number	9329081
13-Feb-18	Review and revise draft Teneo third interim fee application.	JAB	0.40	160.00
14-Feb-18	Revise Third Fee Application for Teneo Securities and email same to Teneo.	JSM	0.30	52.50
14-Feb-18	Revise Akerman's Fourth Fee Application to reference Debtors' withdrawal of Plan.	JSM	0.10	17.50
14-Feb-18	Revise LGB's Fourth Fee Application to reference Debtors' withdrawal of Plan.	JSM	0.10	17.50
14-Feb-18	Revise letter to Miriam Suarez forwarding January invoice.	JSM	0.10	17.50
15-Feb-18	Finalize letters to M. Suarez forwarding Akerman and Teneo's invoices and email same.	JSM	0.10	17.50
16-Feb-18	Finalize interim fee applications for Akerman, LGB, and Teneo (.5); email applications to P. Gurfein, B. Williams, B. Murphy, and J. Dekoe (.1); revise Teneo application to include reference to entry of Order on second interim application (.1); coordinate electronic filing and service of interim applications (.5).	JSM	1.20	210.00
16-Feb-18	Draft Proof of Service of Order Allowing Compensation of Teneo Securities LLC (Doc. 946) and coordinate electronic filing and service of same.	JSM	0.10	17.50
<b>Subtotal for Code B160 FEE/EMPLOYMENT APPLICATIONS</b>				<b>5.10</b> <b>1,117.50</b>
<b>Task Code:</b>	<b>B185 ASSUMPTION/REJECTION OF LEASES AND CONTRACTS</b>			
12-Feb-18	Work on mediation statement.	JAB	1.20	480.00
12-Feb-18	Communications with P. Gurfein and K. Fackler regarding mediation statement.	JAB	0.30	120.00
<b>Subtotal for Code B185 ASSUMPTION/REJECTION OF LEASES AND CONTRACTS</b>				<b>1.50</b> <b>600.00</b>
<b>Task Code:</b>	<b>B190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI)</b>			
7-Feb-18	Review Mediator's letter and draft insert on scope of mediation.	JAB	0.60	240.00
20-Feb-18	Work on draft mediation statement	JAB	1.00	400.00
21-Feb-18	Review and revise draft Mediation Statement.	JAB	2.50	1,000.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	February 28, 2018	
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9329081
22-Feb-18	Review e-mail correspondence among committee, P. Gurfein and Lincoln adversaries in preparation for mediation and related matters.	JAB	0.80	320.00
23-Feb-18	Review NMM e-mail proposal (.1); prepare for mediation with brief; telephone conference with P. Gurfein to coordinate approach and opening items (.8).	JAB	0.90	360.00
24-Feb-18	Initial review and analysis of Armada proposal with communications with committee professionals and financial advisors regarding same (1.0); e-mail correspondence with committee professionals regarding pre-mediation related issues (.5).	JAB	1.50	600.00
25-Feb-18	Mediation Preparation and Pre-Mediation Conferences and Communications with Mediation Participants.	JAB	4.50	1,800.00
26-Feb-18	Mediation preparation and participation with pre and post-mediation conferences and communications with mediation participants and work on draft mediation term sheet.	JAB	12.50	5,000.00
27-Feb-18	Continued participation in mediation.	JAB	4.50	1,800.00
28-Feb-18	Attention to post-mediation matters and communications with P. Gurfein and committee members (.8); return travel from mediation (1.5).	JAB	2.30	920.00
<b>Subtotal for Code B190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI)</b>			<b>31.10</b>	<b>12,440.00</b>

**Task Code:** **B191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION**

1-Feb-18	Assistance with preparation for 2004 examination of Michael Little.	JSM	0.10	17.50
1-Feb-18	Assistance with preparation for 2004 examination of Michael Little.	JSM	0.10	17.50
6-Feb-18	Discuss deposition of M. Little with B. Miller (.3) Strategize re upcoming steps in light of information learned from M. Little deposition (.2)	JDL	0.50	175.00
13-Feb-18	Communications with court reporter regarding delivery of transcript of deposition of Michael J. Little.	JSM	0.10	17.50

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	February 28, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9329081
14-Feb-18	Review deposition transcript of M. Little	JDL	2.40
14-Feb-18	Download Transcript of Deposition of Michael J. Little and exhibits and forward same to P. Gurfein.	JSM	0.30
15-Feb-18	Research re [REDACTED]	JDL	1.10
19-Feb-18	Draft mediation statement insert on litigation claims	JDL	4.30
22-Feb-18	Revise Memorandum relating to D&O claims	JDL	4.80
<b>Subtotal for Code B191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION</b>			<b>13.70</b>
			<b>4,690.00</b>
<b>Task Code:</b>	<b>B192 ADVERSARY PROCEEDINGS</b>		
20-Feb-18	Revise Meditation Statement section pertaining to potential litigation claims	JDL	0.90
21-Feb-18	Update Memorandum on Potential Litigaiton Claims	JDL	1.80
23-Feb-18	Compare terms of Pentwater loan to the loans offered by Brevet and Twin Haven	JDL	0.50
<b>Subtotal for Code B192 ADVERSARY PROCEEDINGS</b>			<b>3.20</b>
			<b>1,120.00</b>
<b>Task Code:</b>	<b>B240 TAX ISSUES</b>		
25-Feb-18	Review Armada letter of intent.	WFS	0.80
26-Feb-18	Research [REDACTED] (1.0); discuss issues with working group (.6).	WFS	1.60
<b>Subtotal for Code B240 TAX ISSUES</b>			<b>2.40</b>
			<b>1,356.00</b>
<b>Task Code:</b>	<b>B300 CLAIMS AND PLAN</b>		
1-Feb-18	Prepare for Mike Little deposition.	BPM	7.00
2-Feb-18	Final preparation for and attendance at Little deposition.	BPM	7.80
4-Feb-18	Correspondence re report on Little deposition.	BPM	0.60
19-Feb-18	Revise mediation statement insert.	BPM	0.50
20-Feb-18	Revise mediation statement insert.	BPM	0.40
23-Feb-18	Revise mediation memo re claims.	BPM	1.00
24-Feb-18	Review Armada agreement and correspondence re same.	BPM	0.50
			<b>282.50</b>

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	February 28, 2018
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0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9329081
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26-Feb-18	Review and analyze documents; tax research; prepare documents.	LFC	1.00	565.00
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	<b>Subtotal for Code B300 CLAIMS AND PLAN</b>	<b>18.80</b>	<b>10,622.00</b>
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**Task Code: B310 CLAIMS ADMINISTRATION AND OBJECTIONS**

28-Feb-18	Begin drafting Objection to Claim 29-1 of PacBridge Capital Partners.	JSM	0.40	70.00
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	<b>Subtotal for Code B310 CLAIMS ADMINISTRATION AND OBJECTIONS</b>	<b>0.40</b>	<b>70.00</b>
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**Task Code: B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)**

2-Feb-18	Analysis of caselaw related to 1129(a) plan issues.	MKF	0.30	85.50
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9-Feb-18	Review email communications from Attorney Cavender regarding plan support agreement and assist with response to same.	JAB	0.60	240.00
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12-Feb-18	Assistance with preparation of Mediation Statement.	MKF	1.50	427.50
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16-Feb-18	Revise and forward information for mediation statement to P. Gurfine.	MKF	0.30	85.50
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21-Feb-18	Assistance with finalizing Mediation Statement.	JSM	0.50	87.50
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21-Feb-18	Review and revise draft Mediation Statement.	MKF	1.10	313.50
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23-Feb-18	Prepare mediation binder and assist with mediation preparation.	JSM	1.80	315.00
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26-Feb-18	Research related to [REDACTED] [REDACTED].	MKF	0.80	228.00
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26-Feb-18	Mediation Support Assistance.	JSM	2.50	437.50
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	<b>Subtotal for Code B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)</b>	<b>9.40</b>	<b>2,220.00</b>
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**Task Code: B400 BANKRUPTCY-RELATED ADVICE**

18-Feb-18	Email with Jay Brown regarding experience with Admiralty and Maritime matters.	MDM	0.30	169.50
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	<b>Subtotal for Code B400 BANKRUPTCY-RELATED ADVICE</b>	<b>0.30</b>	<b>169.50</b>
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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	February 28, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9329081

**Total Fees for Services Rendered.....\$42,189.50**

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
9-Feb-18	POSTAGE	1.63
9-Feb-18	POSTAGE	1.10
9-Feb-18	POSTAGE	2.20
19-Feb-18	POSTAGE	50.18
19-Feb-18	POSTAGE	2.89
19-Feb-18	POSTAGE	80.92
Total for POSTAGE		138.92
16-Feb-18	DUPLICATING	15.40
16-Feb-18	DUPLICATING	777.20
Total for DUPLICATING		792.60
9-Feb-18	FEDERAL EXPRESS Airbill: 789550279641 per 3982 Invoice No: 608355743 Ship Dt: 01/31/18	77.65
9-Feb-18	FEDERAL EXPRESS Airbill: 795421923563 per 3982 Invoice No: 608355743 Ship Dt: 02/02/18	32.25
2-Mar-18	FEDERAL EXPRESS Airbill: 789856006051 per 1902 Invoice No: 610607664 Ship Dt: 02/23/18	41.27
Total for FEDERAL EXPRESS		151.17
16-Feb-18	TRANSPORTATION - JACOB A. BROWN: Airfare - Travel to attend business meeting and mediation. JB/1685	201.80
25-Feb-18	TRANSPORTATION - JACOB A. BROWN: Airfare - Travel to Atlanta to participate in mediation. JB/1685	403.60
Total for TRANSPORTATION		605.40
2-Feb-18	HOTEL - BRIAN P. MILLER: Lodging - Attend deposition of Michael Little. BM/2422	211.68
13-Mar-18	HOTEL - JACOB A. BROWN: Lodging - Travel to attend business meeting and mediation. Hotel stay 02/25/18-02/28/18.. JB/1685	841.48

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	February 28, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9329081

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
Total for HOTEL		1,053.16
1-Feb-18	MEALS - BRIAN P. MILLER: Lunch - Attend deposition of Michael Little on 02/01/18 at Counter Burger. BM/2422	23.00
1-Feb-18	MEALS - BRIAN P. MILLER: Hotel - Dinner - Attend deposition of Michael Little on 02/01/18. BM/2422	45.66
2-Feb-18	MEALS - BRIAN P. MILLER: Hotel - Breakfast - Attend deposition of Michael Little on 02/02/18. BM/2422	25.20
25-Feb-18	MEALS - JACOB A. BROWN: Dinner - Travel to attend business meeting and mediation on 02/25/18 at Sear - Atlanta Marriott Marquis with Andy Shapiro, Official Committee of Equity Security Holders; Jon Heller, Official Committee of Equity Security Holders; Brendan Murphy, Lincoln Partners Advisors LLC; Peter Gurfein, N/A. JB/1685	616.17
26-Feb-18	MEALS - JACOB A. BROWN: Dinner - Travel to attend business meeting and mediation on 02/26/18 at Donetta with Andy Shapiro, N/A; Jon Heller, N/A; Peter Gurfein, N/A; Brent Williams, N/A; Brandan Murphy, N/A. JB/1685	616.76
13-Mar-18	MEALS - JACOB A. BROWN: Hotel - Meals Other - Travel to attend business meeting and mediation on 03/13/18. JB/1685	30.62
Total for MEALS		1,357.41
5-Feb-18	PARKING - BRIAN P. MILLER: Parking - Attend deposition of Michael Little. BM/2422	42.50
28-Feb-18	PARKING - JACOB A. BROWN: Parking - Travel to attend business meeting and mediation. JB/1685	60.00
Total for PARKING		102.50
1-Feb-18	OTHER TRAVEL EXPENSES - BRIAN P. MILLER: Taxi/Car Service - Attend deposition of Michael Little. BM/2422	50.00
2-Feb-18	OTHER TRAVEL EXPENSES - BRIAN P. MILLER: Taxi/Car Service - Attend deposition of Michael Little. BM/2422	50.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	February 28, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9329081

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
25-Feb-18	OTHER TRAVEL EXPENSES - JACOB A. BROWN: Public Transit - Travel to attend business meeting and mediation. JB/1685	6.00
26-Feb-18	OTHER TRAVEL EXPENSES - JACOB A. BROWN: Taxi/Car Service - Travel to attend business meeting and mediation. JB/1685	20.00
26-Feb-18	OTHER TRAVEL EXPENSES - JACOB A. BROWN: Taxi/Car Service - Travel to attend business meeting and mediation. JB/1685	25.35
28-Feb-18	OTHER TRAVEL EXPENSES - JACOB A. BROWN: Taxi/Car Service - Travel to attend business meeting and mediation. JB/1685	43.37
Total for OTHER TRAVEL EXPENSES		194.72
15-Feb-18	COURT REPORTER - OLENDER REPORTING - Court Reporter - deposition of Michael J. Little and transcript 2/2/18. JG/4667	1,213.60
Total for COURT REPORTER		1,213.60
<b>Total Disbursements .....</b>		<b>\$5,609.48</b>

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	February 28, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9329081

<u>Initial</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BPM	B.P. MILLER	17.80	565.00	10,057.00
ELM	E. L. MORENO	1.40	540.00	756.00
JAB	J. A. BROWN	44.10	400.00	17,640.00
JDL	J. D. LAMET	16.30	350.00	5,705.00
JSM	J. S. MEEHAN	10.00	175.00	1,750.00
LFC	L.F. CORDERO	1.00	565.00	565.00
MDM	M.D. MATHEWS	5.70	565.00	3,220.50
MKF	M. K. FACKLER	4.00	285.00	1,140.00
WFS	W. F. SULLIVAN	2.40	565.00	1,356.00
	Total	102.70		\$42,189.50



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

**Remittance Copy**

Invoice Date                    April 13, 2018  
 Invoice No.                    9337940

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
 Matter Name: **PREMIER EXHIBITIONS, INC.**  
 Matter Number: **0318769**

---

*For professional services rendered through March 31, 2018 as summarized below:*

Services	\$16,636.00
Disbursements	<u>\$357.00</u>
<b>TOTAL THIS INVOICE</b>	<b>\$16,993.00</b>

<b>PREVIOUS BALANCE</b> (Includes payments received through 04/13/18)	<b>116,640.25</b>
<b>TOTAL AMOUNT DUE</b>	<b>\$133,633.25</b>

*I hereby certify that I am in compliance with the terms of the Order Establishing Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals.*

---

*To ensure proper credit to the above account, please indicate invoice no. 9337940  
 Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account  
 c/o SunTrust Bank, Atlanta, GA  
 ABA Number: 061000104  
 Account Number: 0215-252207533  
 Swift code SNTRUS3A (For International Wires Only)  
 IRS EIN 59-3117860

---



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 Post Office Box 4906  
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Invoice Date                  April 13, 2018  
 Invoice No.                  9337940

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
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 Matter Name: **PREMIER EXHIBITIONS, INC.**  
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Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	March 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9337940

**Task Code: B130 ASSET DISPOSITION**

5-Mar-18	Communications with P. Gurfein and Lincoln Advisors regarding sale and plan alternatives (.4); draft e-mail communication outlining sale related discovery plan (.4).	JAB	0.80	320.00
7-Mar-18	Review and analyze e-mail communication among Committee, Lincoln Advisors and counsel for interested parties regarding sale related concerns and possible strategies.	JAB	0.60	240.00
7-Mar-18	Research and review of [REDACTED] [REDACTED].	MKF	2.20	627.00
7-Mar-18	Assistance with preparation of discovery.	JSM	0.40	70.00
9-Mar-18	Assistance with preparation of discovery.	JSM	1.20	210.00
9-Mar-18	Prepare for and participate in conference call with committee members regarding sale related concerns and strategy (1.4); attention to preparation of discovery (.5).	JAB	1.90	760.00
9-Mar-18	Call with P. Gurfein regarding sale issues (.2); Committee call regarding sale (.9).	MKF	1.10	313.50
11-Mar-18	Initial review of PacBridge/Alta/Apollo proposal (.3); communications with committee members, P. Gurfein and Lincoln Advisors regarding PacBridge et al proposal (1.0); continued work on discovery related to sale concerns (1.0).	JAB	2.30	920.00
11-Mar-18	Prepare requests for documents and other information for discovery.	MKF	2.00	570.00
12-Mar-18	Revise discovery requests for Debtors and other interested parties.	MKF	1.50	427.50
12-Mar-18	Continued work on discovery and analysis of related issues (1.5); analysis of sale/plan issues and strategy (.6); communications regarding D & O claim related matters (.5).	JAB	2.60	1,040.00
12-Mar-18	Assistance with revising discovery.	JSM	0.80	140.00
13-Mar-18	Continued work on discovery (.8); analysis of pending offers and sale related issues (1.0); extensive communications among P. Gurfein and Lincoln Advisors regarding sale issues and strategy (1.8).	JAB	3.60	1,440.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	March 31, 2018	
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9337940	
13-Mar-18	Assistance with revising discovery and related research.	JSM	6.80	1,190.00
13-Mar-18	Call with P. Gurfein regarding discovery issues.	MKF	0.60	171.00
14-Mar-18	Continuing revising document requests and other discovery related documents.	JSM	2.20	385.00
14-Mar-18	Review recent offers/letter of intent and summary/analyses of same (0.6) Communications with Equity Committee Member, Lincoln Advisors and P. Gurfein regarding Sale related matters and strategy (0.6).	JAB	1.20	480.00
15-Mar-18	Research [REDACTED] and convert memo into letter	JDL	1.90	665.00
15-Mar-18	Revise discovery.	MKF	1.30	370.50
15-Mar-18	Assistance with finalizing discovery.	JSM	2.20	385.00
16-Mar-18	Draft Notices related to prospective discovery.	JSM	0.30	52.50
19-Mar-18	Review Loong offer and P. Gurfein correspondence related to same.	MKF	0.30	85.50
27-Mar-18	Communications with P. Gurfein and Lincoln Advisors regarding sale related matters (.5); revise letter on D&O claims and confer with P. Gurfein and B. Miller regarding finalizing same (.6); review liquidation analysis and auction proposal (.6).	JAB	1.70	680.00
28-Mar-18	Work on plan/sale related matters.	JAB	0.40	160.00
28-Mar-18	Work on plan/sale related matters.	JSM	1.20	210.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	March 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9337940

<b>Subtotal for Code B130 ASSET DISPOSITION</b>	<b>41.10</b>	<b>11,912.50</b>
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**Task Code: B140 RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS**

16-Mar-18	Review Motion for Relief from the Stay filed by George E. Eyde Orlando, LLC and Louis J. Eyde Orlando, LLC and calendar hearing for same.	JSM	0.10	17.50
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<b>Subtotal for Code B140 RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS</b>	<b>0.10</b>	<b>17.50</b>
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**Task Code: B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB**

2-Mar-18	E-mail correspondence among committee members, Lincoln advisors and P. Gurfein regarding post-mediation, plan, sale and related matters (.8); telephone conference with Attorney J. Burnett regarding case status and issues (.2).	JAB	1.00	400.00
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15-Mar-18	Review Memo to Committee with Case Update.	JAB	0.40	160.00
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16-Mar-18	Call with Equity Committee and advisors regarding status update.	MKF	1.70	484.50
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25-Mar-18	Review numerous e-mail communications among P. Gurfein, Lincoln Advisors, and Committee members regarding plan and sale related issues.	JAB	1.50	600.00
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<b>Subtotal for Code B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB</b>	<b>4.60</b>	<b>1,644.50</b>
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**Task Code: B160 FEE/EMPLOYMENT APPLICATIONS**

14-Mar-18	Draft letter to U.S. Trustee forwarding Akerman's invoice for February.	JSM	0.20	35.00
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14-Mar-18	Review and comments on February Equity Committee Professional Invoices and attention to submitting same to US Trustee (0.8).	JAB	0.80	320.00
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15-Mar-18	Coordinate submission of proposed orders on fee applications for Akerman LLP, Landau Gottfried & Berger LLP, and Teneo Securities LLC.	JSM	0.10	17.50
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29-Mar-18	Assistance with preparation of Application to retain Auctioneer.	JSM	0.20	35.00
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29-Mar-18	Revise and circulate draft application to retain auctioneer (.5).	JAB	0.50	200.00
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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	March 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9337940

**Subtotal for Code B160 FEE/EMPLOYMENT  
APPLICATIONS**

**Task Code: B190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI)**

15-Mar-18	Research related to [REDACTED] [REDACTED].	MKF	0.60	171.00
16-Mar-18	Review numerous sale and sale process related e-mails and send e-mail to Committee Members in advance of conference call supplementing P. Gurfein agenda and memo.	JAB	0.80	320.00
16-Mar-18	Research related to [REDACTED] [REDACTED].	MKF	1.20	342.00
29-Mar-18	Communications with P. Gurfein and Lincoln Advisors regarding case issues (.3).	JAB	0.30	120.00

**Subtotal for Code B190 OTHER CONTESTED MATTERS  
(EXCLUDING ASSUMPTION/REJECTION MOTI)**

**Task Code: B191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION**

17-Mar-18	Revise memo re potential claims.	BPM	0.40	226.00
18-Mar-18	Correspondence re potential claims.	BPM	0.20	113.00
27-Mar-18	Assistance with preparation of letter regarding potential causes of action.	JSM	0.30	52.50
27-Mar-18	Revise memo re potential claims.	BPM	0.30	169.50
28-Mar-18	Circulate D&O letter to potential contingency counsel (.2).	JAB	0.20	80.00
28-Mar-18	Assistance with finalizing letter to prospective contingency counsel.	JSM	0.20	35.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	March 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9337940

**Subtotal for Code B191 INVESTIGATION AND PURSUIT  
OF SECURITIES AND OTHER LITIGATION**

**Task Code: B240 TAX ISSUES**

4-Mar-18	Review and respond to e-mail on Armada LOI/Tax issues.	JAB	0.30	120.00
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**Subtotal for Code B240 TAX ISSUES**

<b>0.30</b>	<b>120.00</b>
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**Task Code: B310 CLAIMS ADMINISTRATION AND OBJECTIONS**

1-Mar-18	Revise objection to PacBridge claim (.3); prepare for and participate in conference call with P. Gurfein and B. Murphy regarding post-mediation options and strategy (1.2).	JAB	1.50	600.00
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1-Mar-18	Contain drafting Objection to Claim 29-1 of PacBridge Capital Partners.	JSM	0.60	105.00
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**Subtotal for Code B310 CLAIMS ADMINISTRATION AND OBJECTIONS**

<b>2.10</b>	<b>705.00</b>
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**Total Fees for Services Rendered.....\$16,636.00**

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
19-Mar-18	WESTLAW RESEARCH 031918 LAMET,JONATHAN D MIAMI	357.00
Total for WESTLAW RESEARCH		357.00
<b>Total Disbursements .....</b>		<b>\$357.00</b>

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	March 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9337940

<u>Initial</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BPM	B.P. MILLER	0.90	565.00	508.50
JAB	J. A. BROWN	22.40	400.00	8,960.00
JDL	J. D. LAMET	1.90	350.00	665.00
JSM	J. S. MEEHAN	16.80	175.00	2,940.00
MKF	M. K. FACKLER	12.50	285.00	3,562.50
	Total	54.50		\$16,636.00



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

**Remittance Copy**

Invoice Date May 10, 2018  
 Invoice No. 9347057

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
 Matter Name: **PREMIER EXHIBITIONS, INC.**  
 Matter Number: **0318769**

---

*For professional services rendered through April 30, 2018 as summarized below:*

Services	\$20,962.00
Disbursements	<u>\$36.61</u>
<b>TOTAL THIS INVOICE</b>	<b>\$20,998.61</b>

<b>PREVIOUS BALANCE</b> (Includes payments received through 05/10/18)	<b>105,457.78</b>
<b>TOTAL AMOUNT DUE</b>	<b>\$126,456.39</b>

*I hereby certify that I am in compliance with the terms of the Order Establishing Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals.*

---

*To ensure proper credit to the above account, please indicate invoice no. 9347057  
 Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account  
 c/o SunTrust Bank, Atlanta, GA  
 ABA Number: 061000104

Account Number: 0215-252207533  
 Swift code SNTRUS3A (For International Wires Only)  
 IRS EIN 59-3117860

---



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

Invoice Date May 10, 2018  
 Invoice No. 9347057

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.**  
 Matter Name: **PREMIER EXHIBITIONS, INC.**  
 Matter Number: **0318769**

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Disbursements	<u>\$36.61</u>
<b>TOTAL THIS INVOICE</b>	<b>\$20,998.61</b>

<b>PREVIOUS BALANCE</b> (Includes payments received through 05/10/18)	<b>105,457.78</b>
<b>TOTAL AMOUNT DUE</b>	<b>\$126,456.39</b>

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 c/o SunTrust Bank, Atlanta, GA  
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Akerman LLP

Page 3

076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	April 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9347057

**Task Code: B110 CASE ADMINISTRATION**

4-Apr-18	Communications with P. Gurfein regarding pending cases issues and strategy.	JAB	0.30	120.00
10-Apr-18	Review LOI and prepare correspondence to Brown and Gurfein re same.	ELM	0.80	432.00
23-Apr-18	Confer with P. Gurfein regarding case issues and strategy.	JAB	0.20	80.00
27-Apr-18	Confer with B. Williams regarding case status.	JAB	0.30	120.00

**Subtotal for Code B110 CASE ADMINISTRATION** **1.60** **752.00**

**Task Code: B120 ASSET ANALYSIS AND RECOVERY**

16-Apr-18	Assistance with drafting letter to Harris Winsberg re: demand that Debtors pursue objections to claims, avoidance actions, etc.	JSM	0.50	87.50
24-Apr-18	Assistance with finalizing letter to Harris Winsberg.	JSM	0.20	35.00

**Subtotal for Code B120 ASSET ANALYSIS AND RECOVERY** **0.70** **122.50**

**Task Code: B130 ASSET DISPOSITION**

2-Apr-18	Review e-mail correspondence among professionals for Debtor and Committee and financial advisors regarding latest offers and sale related matters, including LOI/offer review and analysis from potential purchasers.	JAB	1.80	720.00
4-Apr-18	Initial research regarding [REDACTED] [REDACTED]	JAB	0.50	200.00
6-Apr-18	Review e-mail correspondence amount committee and estate professionals and financial advisors regarding various sale related matters	JAB	0.60	240.00
10-Apr-18	Post-conference call e-mail correspondence regarding sale and plan related matters.	JAB	0.30	120.00
12-Apr-18	Review e-mail correspondence among P. Gurfein, committee members and Lincoln advisors regarding latest term sheets and related matters.	JAB	0.50	200.00
18-Apr-18	Research regarding [REDACTED] [REDACTED]	MKF	1.60	456.00

076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	April 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9347057

18-Apr-18	Review comments to term sheets with corresponding analysis of issues raised therein.	JAB	0.80	320.00
20-Apr-18	Research and analyze [REDACTED]	JLD	0.20	78.00
23-Apr-18	Review latest term sheets.	JAB	0.50	200.00
25-Apr-18	Research and analyze case law regarding [REDACTED]	JLD	1.70	663.00
26-Apr-18	Coordinate Ravel law research on [REDACTED]	JLD	0.10	39.00
27-Apr-18	Confer regarding results of research into [REDACTED]	JLD	0.30	117.00
27-Apr-18	Call with J. Dicks to confer regarding sale issues.	MKF	0.30	85.50
30-Apr-18	Review term sheets and send to counsel	JDL	0.90	315.00
	<b>Subtotal for Code B130 ASSET DISPOSITION</b>		<b>10.10</b>	<b>3,753.50</b>

**Task Code: B140 RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS**

9-Apr-18	Prepare for and participate in hearing on Stay Motion regarding Orlando lease.	JAB	1.20	480.00
10-Apr-18	Review and comment on proposed order on Orlando landlord stay motion.	JAB	0.20	80.00
11-Apr-18	Review Order Scheduling Trial on Motion for Relief from Stay Re: 7220 International Drive, Orlando, FL 32819 and calendar same.	JSM	0.10	17.50
	<b>Subtotal for Code B140 RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS</b>		<b>1.50</b>	<b>577.50</b>

**Task Code: B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB**

9-Apr-18	Preparation for conference call with Equity Committee.	JAB	0.60	240.00
10-Apr-18	Continued preparation for and participation in conference call with Equity Committee.	JAB	1.80	720.00

076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	April 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9347057

**Subtotal for Code B151 COMMUNICATIONS WITH  
EQUITY HOLDERS AND EQUITY COMMITTEE MEMB**

**2.40      960.00**

**Task Code:      B160 FEE/EMPLOYMENT APPLICATIONS**

2-Apr-18	Draft proposed Order Approving Application to Retain Guernsey's as Auctioneer.	JSM	0.30	52.50
9-Apr-18	Review and redact Akerman's invoice for March.	JSM	0.10	17.50
10-Apr-18	Revise Akerman March 2018 invoice.	JAB	0.20	80.00
12-Apr-18	Attention to finalizing March invoice.	JAB	0.20	80.00
13-Apr-18	Review professionals March billings.	JAB	0.50	200.00
13-Apr-18	Assistance with finalizing invoice, draft letters to U.S. Trustee forwarding invoices for Akerman LLP and Lincoln Partners Advisors LLC, and email same.	JSM	0.50	87.50
21-Apr-18	Initial review and analysis of Guernsey's declaration.	JAB	0.40	160.00
23-Apr-18	Assistance with revising Arlan Ettinger's Declaration in Support of Retention of Guernsey's Auction House.	JSM	0.40	70.00
23-Apr-18	Review and revise draft declaration of A. Ettinger for application to retain Guernsey's.	JAB	0.80	320.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	April 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9347057

**Subtotal for Code B160 FEE/EMPLOYMENT  
APPLICATIONS**

<b>Task Code:</b>	<b>B190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI</b>	<b>3.40</b>	<b>1,067.50</b>	
3-Apr-18	Communications with potential D&O claim contingency counsel (.5) B191.; Initial review of draft disclosure statement (.8) B320.; Communications with P. Gurfein regarding case issues and strategy (.2) B151.	JAB	1.50	600.00
	<b>Subtotal for Code B190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI</b>	<b>1.50</b>	<b>600.00</b>	
<b>Task Code:</b>	<b>B191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION</b>			
3-Apr-18	Analyze statute of limitations issues facing the Committee and correspond with P. Gurfein re same	JDL	0.50	175.00
3-Apr-18	Assistance with preparation of letter to prospective D&O contingency counsel.	JSM	0.20	35.00
5-Apr-18	Prepare for and participate in conference call with perspective D&O claim counsel and post-call follow up.	JAB	1.80	720.00
5-Apr-18	Assistance with gathering documents to send to potential special counsel and telephone conference with J. Lamet regarding same.	JSM	1.50	262.50
9-Apr-18	Review exhibits to Little deposition to determine whether they are confidential	JDL	0.50	175.00
9-Apr-18	Assistance with gathering documents to send to prospective contingency counsel.	JSM	0.50	87.50
10-Apr-18	Organize documents to go to prospective counsel.	JAB	0.30	120.00
11-Apr-18	Work on follow-up to potential D&O counsel.	JAB	0.80	320.00
12-Apr-18	WOrk on demand to Debtors to bring D&O claims.	JAB	0.80	320.00
13-Apr-18	Draft and send e-mail correspondence to prospective D&O counsel with extensive background.	JAB	1.20	480.00
13-Apr-18	Call with P. Gurfein and B. Miller to analyze next steps of Committees investigation	JDL	1.10	385.00
16-Apr-18	Draft memo to Committee re update of the investigation	JDL	1.60	560.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	April 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9347057

18-Apr-18	Revise D&O memo updating claims (.4) Analyze contents of Demand Letter to be sent to Premier (.3)	JDL	0.70	245.00
18-Apr-18	Revise and circulate D&O/transfer claim correspondence.	JAB	1.50	600.00
19-Apr-18	Communications regarding D&O claims and related matters.	JAB	0.60	240.00
20-Apr-18	Communications with potential D&O counsel regarding claim related matters.	JAB	0.80	320.00
21-Apr-18	E-mail correspondence response to prospective D&O counsel.	JAB	0.50	200.00
24-Apr-18	Continued work on D&O claim demand letter.	JAB	0.80	320.00
25-Apr-18	Continued work on D&O claim demand letter and attention to finalizing same.	JAB	0.50	200.00
27-Apr-18	Communications with prospective D&O counsel and attention to related matters.	JAB	0.60	240.00
27-Apr-18	Confer with potential contingency counsel and related follow-up.	BPM	0.50	282.50
30-Apr-18	Revise and circulate draft D&O claim demand.	JAB	0.80	320.00
	<b>Subtotal for Code B191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION</b>		<b>18.10</b>	<b>6,607.50</b>

**Task Code: B300 CLAIMS AND PLAN**

5-Apr-18	Review correspondence re potential claims against directors.	BPM	0.30	169.50
7-Apr-18	Correspond with Gurfein re claims and research background re same.	BPM	0.70	395.50
13-Apr-18	Meet with Gurfein re claims and follow up.	BPM	1.40	791.00
26-Apr-18	Revise derivative demand letter.	BPM	0.80	452.00
	<b>Subtotal for Code B300 CLAIMS AND PLAN</b>		<b>3.20</b>	<b>1,808.00</b>

**Task Code: B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)**

4-Apr-18	Research [REDACTED]	JSM	0.80	140.00
5-Apr-18	Review draft plan and disclosure statement.	JAB	0.30	120.00
6-Apr-18	Continued review of plan and disclosure statement.	JAB	0.60	240.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	April 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9347057

9-Apr-18	Assistance with revising Plan and Disclosure Statement.	JSM	0.50	87.50
9-Apr-18	Review and revise plan related filings.	JAB	2.50	1,000.00
16-Apr-18	Research and analyze issues related to plan and disclosure documents.	WFS	2.50	1,412.50
17-Apr-18	Review and revise plan document and correspondence re: same.	WFS	1.90	1,073.50
18-Apr-18	Review e-mail correspondence among Lincoln Advisors, committee and P. Gurfein regarding plan and sale issues.	JAB	0.80	320.00
19-Apr-18	Communications among Lincoln Advisors and P. Gurfein regarding liquidation analysis and related issues.	JAB	0.50	200.00
20-Apr-18	Review e-mail correspondence among P. Gurfein and Lincoln Advisors regarding liquidation analysis.	JAB	0.30	120.00
<b>Subtotal for Code B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)</b>			<b>10.70</b>	<b>4,713.50</b>

**Total Fees for Services Rendered.....\$20,962.00**

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
20-Apr-18	FEDERAL EXPRESS Airbill: 780514684083 per 3982 Invoice No: 615749198 Ship Dt: 04/13/18	36.61
Total for FEDERAL EXPRESS		36.61
<b>Total Disbursements .....</b>		<b>\$36.61</b>

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	April 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9347057

<u>Initial</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BPM	B.P. MILLER	3.70	565.00	2,090.50
ELM	E. L. MORENO	0.80	540.00	432.00
JAB	J. A. BROWN	29.20	400.00	11,680.00
JDL	J. D. LAMET	5.30	350.00	1,855.00
JLD	J. L. DICKS II	2.30	390.00	897.00
JSM	J. S. MEEHAN	5.60	175.00	980.00
MKF	M. K. FACKLER	1.90	285.00	541.50
WFS	W. F. SULLIVAN	4.40	565.00	2,486.00
	Total	53.20		\$20,962.00



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

**Remittance Copy**

Invoice Date June 13, 2018  
 Invoice No. 9353072

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
 Matter Name: **PREMIER EXHIBITIONS, INC.**  
 Matter Number: **0318769**

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*For professional services rendered through May 31, 2018 as summarized below:*

Services	\$48,161.00
Disbursements	<u>\$1,500.08</u>
<b>TOTAL THIS INVOICE</b>	<b>\$49,661.08</b>

<b>PREVIOUS BALANCE</b> (Includes payments received through 06/13/18)	<b>87,095.31</b>
<b>TOTAL AMOUNT DUE</b>	<b>\$136,756.39</b>

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*To ensure proper credit to the above account, please indicate invoice no. 9353072  
 Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account  
 c/o SunTrust Bank, Atlanta, GA  
 ABA Number: 061000104  
 Account Number: 0215-252207533  
 Swift code SNTRUS3A (For International Wires Only)  
 IRS EIN 59-3117860

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Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

Invoice Date June 13, 2018  
 Invoice No. 9353072

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

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*Wired funds accepted:*

Akerman LLP Operating Account

c/o SunTrust Bank, Atlanta, GA

ABA Number: 061000104

Account Number: 0215-252207533

Swift code SNTRUS3A (For International Wires Only)

IRS EIN 59-3117860

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Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9353072

**Task Code: B110 CASE ADMINISTRATION**

24-May-18	Email correspondence with Counsel for Debtors and UCC regarding Avoidance Actions.	JAB	0.20	80.00
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<b>Subtotal for Code B110 CASE ADMINISTRATION</b>			<b>0.20</b>	<b>80.00</b>
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**Task Code: B130 ASSET DISPOSITION**

1-May-18	Communications with P. Gurfein and Lincoln Advisors regarding sale related matters.	JAB	0.30	120.00
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17-May-18	Communications with interested parties regarding sale and plan related matters.	JAB	0.60	240.00
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30-May-18	Analysis of sale related issues and bases to objection to anticipated sale motion.	JAB	1.50	600.00
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31-May-18	Attention to addressing sale related issues.	JAB	0.80	320.00
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<b>Subtotal for Code B130 ASSET DISPOSITION</b>			<b>3.20</b>	<b>1,280.00</b>
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**Task Code: B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB**

1-May-18	Email correspondence forwarding Motion to Appoint Trustee to Committee members.	JAB	0.20	80.00
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10-May-18	Participate in Committee call to discuss sale, plan, and standing issues, among others.	MKF	1.20	342.00
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13-May-18	Review email correspondence among P. Gurfein, Lincoln Advisors and Committee members regarding sale and plan related matters.	JAB	0.80	320.00
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<b>Subtotal for Code B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB</b>			<b>2.20</b>	<b>742.00</b>
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**Task Code: B160 FEE/EMPLOYMENT APPLICATIONS**

2-May-18	Review updated Guernsy's Declaration in support of application for retention.	JAB	0.30	120.00
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2-May-18	Assistance with finalizing Declaration of Arlan Ettinger in Support of Retention of Gurnsey's Auction House.	JSM	0.20	35.00
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7-May-18	Assistance with finalizing invoice.	JSM	0.10	17.50
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11-May-18	Assist in finalizing April invoice.	JSM	0.20	35.00
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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9353072
13-May-18	Communications regarding D&O counsel Retention and related matters.	JAB	0.40	160.00
14-May-18	Assistance with finalizing Emergency Application to Employ Agentis as Special Litigation Counsel, proposed Order, Certificate of Necessity of Request for Emergency Hearing, and Notice of Preliminary Hearing and coordinate electronic filing and service of same.	JSM	1.50	262.50
14-May-18	Revise and finalize Application to Retain B. Charbonneau and Agentis Firm as Special Counsel.	JAB	1.50	600.00
15-May-18	Draft letter to U.S. Trustee forwarding Akerman invoice.	JSM	0.10	17.50
15-May-18	Draft letter to U.S. Trustee forwarding Lincoln Partners Advisors LLC invoice.	JSM	0.10	17.50
22-May-18	Assistance with finalizing proposed Order Approving Application to Employ Agentis PLLC as Special Litigation Counsel.	JSM	0.10	17.50
23-May-18	Assistance with preparation for hearing on Emergency Application to Employ Agentis PLLC as Special Litigation Counsel.	JSM	0.20	35.00
25-May-18	Coordinate submission of proposed Order Approving Application to Employ Agentis PLLC as Special Litigation Counsel.	JSM	0.10	17.50
<b>Subtotal for Code B160 FEE/EMPLOYMENT APPLICATIONS</b>			<b>4.80</b>	<b>1,335.00</b>

Task Code:	B190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI			
1-May-18	Initial review of Euclid motion to appoint Chapter 11 Trustee.	JAB	0.60	240.00
1-May-18	Assistance with review of Motion to Appoint Trustee.	JSM	0.10	17.50
15-May-18	Communications with P. Gurfein regarding response to Motion to Appoint Chapter 11 Trustee.	JAB	0.20	80.00
21-May-18	Review and Comment on draft response to Motion to Appoint Ch. 11 Trustee.	JAB	0.30	120.00
24-May-18	Analysis of Bases to Support and Challenge Pending Motion to Appoint Trustee.	JAB	1.00	400.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9353072

**Subtotal for Code B190 OTHER CONTESTED MATTERS  
(EXCLUDING ASSUMPTION/REJECTION MOTI)**

<b>Task Code:</b>	<b>B191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION</b>		<b>2.20</b>	<b>857.50</b>
1-May-18	Communications with P. Gurfein and prospective D&O claim counsel regarding pursuit of claims and related matters.	JAB	0.80	320.00
1-May-18	Research and prepare Motion to Confer Derivative Standing on Equity Committee to Prosecute D&O and other Estate Claims.	MKF	3.70	1,054.50
1-May-18	Attention to preparing motion for standing to pursue claims.	JAB	1.50	600.00
2-May-18	Review and revise draft Motion for Standing for email correspondence to Pursue Claims.	JAB	1.80	720.00
2-May-18	Communications with prospective D&O Claim Contingency Counsel.	JAB	0.60	240.00
2-May-18	Continue drafting Motion to Confer Derivative Standing on Equity Committee to Pursue D&O Claims and Other Estate Claims (3.7); research and update authorities for same (.8); prepare proposed Order granting motion (.5).	MKF	5.00	1,425.00
2-May-18	Revise standing motion and correspondence re same.	BPM	0.50	282.50
2-May-18	Review statute of limitations issue for use Motion to Confer Derivative Standing	JDL	0.50	175.00
4-May-18	Communications with Attorneys Chubak and Gurfein regarding D&O claim related matters.	JAB	0.30	120.00
7-May-18	Revise Emergency Motion to Confer Derivative Standing on Equity Committee to Prosecute Certain Claims to incorporate comments from P. Gurfein and B. Miller, and additional research.	MKF	2.50	712.50
7-May-18	Review and revise Motion for Standing to Bring Claims.	JAB	1.00	400.00
8-May-18	Attention to Finalizing Motion for Standing.	JAB	0.80	320.00
9-May-18	Correspondence with P. Gurfein regarding revisions to Motion to Confer Derivative Standing and Debtors' response to demand letter regarding same.	MKF	0.50	142.50

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9353072
10-May-18	Review Debtors' Response and Authorities with respect to standing demand letter (.5); revise Motion to Confer Derivative Standing and two Requests for Emergency Hearing (1.2); discuss issues related to same with P. Gurfein and B. Charbonneau (.5).	MKF	2.20	627.00
10-May-18	Assistance with finalizing Emergency Motion to Confer Derivative Standing of Equity Committee and prepare Certification of Necessity of Request for Emergency Hearing.	JSM	0.50	87.50
11-May-18	Finalize Emergency Motion for Derivative Standing to Pursue D&O Claims (.6); revise Application to Employ Special Counsel to pursue same (.3); confer with P. Gurfein regarding same (.3)	MKF	1.20	342.00
11-May-18	Assistance with finalizing Emergency Motion to Confer Derivative Standing of Equity Committee and coordinate electronic filing and service of same.	JSM	0.80	140.00
12-May-18	Correspondence re director claims.	BPM	0.30	169.50
14-May-18	Assistance with preparation for hearing on Emergency Motion of the Official Committee of Equity Security Holders for Entry of an Order Granting Derivative Standing and Authority to Prosecute and Settle Certain Claims on Behalf of the Debtors' Estates.	JSM	0.50	87.50
14-May-18	Telephone conference with Debtor's Counsel regarding Hearing on Derivative Standing Motion and related matters.	JAB	0.20	80.00
14-May-18	Attention to scheduling hearing on Derivative Standing Motion and Special Counsel Retention Application.	JAB	0.50	200.00
14-May-18	Communications with B. Charbonneau, P. Gurfein and committee members regarding Derivative Standing Motion and related matters.	JAB	0.50	200.00
15-May-18	Preparation and Participate in call with Attorneys Chubak and Heekin regarding issues with Derivative Standing Motion.	JAB	0.70	280.00
15-May-18	Communications with P. Gurfein and B. Charbonneau regarding preparation for hearing on Derivative Standing Motion.	JAB	0.50	200.00
15-May-18	Preparation for hearing on Derivative Standing Motion.	JAB	0.80	320.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9353072
15-May-18	Review Creditors' Committee's comments to Application to Employ B. Charbonneau and evaluate retention issues.	MKF	0.40	114.00
15-May-18	Analyze breach of fiduciary duty claims against officers and directors	JDL	0.80	280.00
16-May-18	Assistance with preparation for hearing on Emergency Motion for Entry of an Order Granting Derivative Standing.	JSM	0.50	87.50
16-May-18	Preparation for hearing in Motion for Derivative Standing and Application to Employ Special Counsel.	JAB	1.50	600.00
17-May-18	Draft Notice of Rescheduled Preliminary Hearing and coordinate electronic filing and service of same.	JSM	0.30	52.50
17-May-18	Communications with counsel and Judge Glenn's Courtroom Administration regarding Rescheduled hearing on Derivative Standing Motion and attention to noticing same.	JAB	0.50	200.00
17-May-18	Continued preparation for hearing on Derivative Standing motion.	JAB	0.80	320.00
18-May-18	Continued preparation for hearing on Motion for Derivative Standing.	JAB	1.00	400.00
21-May-18	Assistance with preparation for hearing on Emergency Motion to Confer Derivative Standing on Equity Committee (2.0); review Response of Unsecured Creditors Committee to same (.4).	MKF	2.40	684.00
21-May-18	Communications with P. Gurfein, B. Miller & B. Charbonneau regarding Derivative Standing Motion and related matters.	JAB	0.60	240.00
21-May-18	Correspond with co-counsel re strategy for standing motion.	BPM	0.60	339.00
21-May-18	Initial review and analysis of UCC & Debtor Objections to Derivative Standing Motion.	JAB	1.00	400.00
22-May-18	Extensive preparation for hearing on Derivative Standing Motion and corresponding Application for Retention.	JAB	3.80	1,520.00
22-May-18	Extensive communications with counsel for Debtors and unsecured creditors committee regarding possible agreed orders on Derivative Standing Motion and corresponding Application for Retention.	JAB	1.20	480.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9353072
22-May-18	Revise and circulate proposed orders on Derivative Standing Motion and corresponding Application for Retention.	JAB	0.40	160.00
22-May-18	Assistance with preparation for hearing on Motion to Confer Derivative Standing and finalizing proposed Order granting same.	JSM	1.60	280.00
22-May-18	Assistance with review of Objections to the Derivative Standing Motion filed by the Debtors and the Official Committee of Unsecured Creditors.	JSM	0.10	17.50
22-May-18	Correspondence re motion for derivative standing and related strategy.	BPM	0.70	395.50
23-May-18	Draft Notice of Filing Draft Complaint and coordinate electronic filing and service of same.	JSM	0.30	52.50
23-May-18	Assistance with revising Complaint.	JSM	0.50	87.50
23-May-18	Continued Preparation for and participation in hearing on Motion for Derivative Standing and corresponding Application for retention.	JAB	5.50	2,200.00
23-May-18	Post-hearing communications with Attorneys Charbonneau and Gurfein regarding strategy moving forward.	JAB	0.40	160.00
23-May-18	Post-hearing revision and circulation of proposed orders.	JAB	0.60	240.00
23-May-18	Assistance with preparation for hearing on Emergency Motion for Entry of an Order Granting Derivative Standing and Authority to Prosecute and Settle Certain Claims.	JSM	0.80	140.00
23-May-18	Continue preparing summary chart of attorneys' fees and expenses in connection with hearing on Emergency Motion for Entry of an Order Granting Derivative Standing and Authority to Prosecute and Settle Certain Claims.	JSM	1.20	210.00
23-May-18	Assistance with preparation for hearing on Equity Committee's Emergency Motion for Derivative Standing to Pursue D&O and Other Claims and Application to Employ Agentis law firm as Special Counsel to Equity Committee (2.0); attend hearings (1.8); revise proposed orders granting Motion and approving Application per rulings at hearing (.6).	MKF	4.40	1,254.00
24-May-18	Assistance with finalizing of proposed Order Granting Derivative Standing.	JSM	0.60	105.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9353072
24-May-18	Extensive communications and revisions regarding terms of proposed order granting Derivative Standing motion.	JAB	2.20	880.00
25-May-18	Review order granting Derivative Standing and confer with P. Gurfein and B. Charbonneau regarding same.	JAB	0.40	160.00
25-May-18	Review docket for entry of Order Granting Derivative Standing.	JSM	0.10	17.50
29-May-18	Draft Proof of Service of (i) Order Granting Emergency Motion of the Official Committee of Equity Security Holders for Entry of an Order Granting Derivative Standing and Authority to Prosecute and Settle Certain Claims on Behalf of the Debtors' Estates (Doc. 1036) and (ii) Final Order Approving Application for Approval of Employment of Robert P. Charbonneau, Esq. and the Law Firm of Agentis PLLC as Special Litigation Counsel for the Official Committee of Equity Security Holders Nunc Pro Tunc to May 2, 2018 (Doc. 1038) and coordinate electronic filing and service of same.	JSM	0.20	35.00
31-May-18	Review draft complaint (.8) Confer with contingency counsel re complaint (.6)	JDL	1.40	490.00
31-May-18	Revise draft Committee complaint.	BPM	0.80	452.00
<b>Subtotal for Code B191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION</b>			<b>38.60</b>	<b>12,962.50</b>

**Task Code:** **b191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION**

21-May-18	Continued preparation for hearing on Derivative Standing Motion.	JAB	1.80	720.00
<b>Subtotal for Code b191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION</b>			<b>1.80</b>	<b>720.00</b>

**Task Code:** **B240 TAX ISSUES**

16-May-18	Review documents and correspondence re: same.	WFS	1.40	791.00
21-May-18	Review revised documents; discussions with working group.	WFS	0.90	508.50

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9353072

<b>Subtotal for Code B240 TAX ISSUES</b>	<b>2.30</b>	<b>1,299.50</b>
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**Task Code: B300 CLAIMS AND PLAN**

10-May-18	Correspond with Gurfein re claim analysis.	BPM	0.30	169.50
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<b>Subtotal for Code B300 CLAIMS AND PLAN</b>	<b>0.30</b>	<b>169.50</b>
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**Task Code: B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)**

14-May-18	Review latest Draft Committee Plan and Disclosure Statement.	JAB	1.50	600.00
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15-May-18	Continued review and comment on draft Committee Plan and Disclosure Statement.	JAB	2.50	1,000.00
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16-May-18	Continued review and comment on draft Committee Plan and Disclosure Statement.	JAB	2.50	1,000.00
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16-May-18	Communications with P. Gurfein to go over plan issues and terms.	JAB	0.80	320.00
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16-May-18	Initial review of executed term sheet.	JAB	0.50	200.00
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16-May-18	Assistance with finalizing Plan and Disclosure Statement.	JSM	0.80	140.00
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17-May-18	Research regarding statute of limitations on preference claims (.3); research related to plan proponent cramdown issues (.6).	MKF	0.90	256.50
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17-May-18	Assistance with finalizing Plan and Disclosure Statement.	JSM	1.20	210.00
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17-May-18	Continued work on Committee plan and disclosure statement.	JAB	1.50	600.00
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17-May-18	Review and revise Plan and Disclosure issues with various correspondence re: same.	WFS	2.90	1,638.50
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17-May-18	Review Plan of Reorganization and Disclosure Statement and prepare correspondence re same.	ELM	2.20	1,188.00
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18-May-18	Continued work in Committee Plan to Disclosure Statement.	JAB	1.20	480.00
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21-May-18	Continued work on Plan and Plan related items.	JAB	1.50	600.00
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22-May-18	Continued work on Committee Plan.	JAB	0.80	320.00
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22-May-18	Assistance with revising Plan and Disclosure Statement.	JSM	1.40	245.00
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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9353072
23-May-18	Confer regarding equity committee plan and related matters	SRW	0.60	264.00
25-May-18	Begin to review/revise draft equity committee plan, DS and related documents.	SRW	1.40	616.00
25-May-18	Continued work on committee plan and Disclosure Statement.	JAB	1.50	600.00
25-May-18	Communications with P. Gurfein regarding plan and case strategy.	JAB	0.30	120.00
29-May-18	Continued work on plan, disclosure statement and related filings.	JAB	2.50	1,000.00
29-May-18	Revise proposed Notice of District Court regarding Equity Committee's Plan and Disclosure Statement and request for status conference.	MKF	2.50	712.50
29-May-18	Assistance with revising Disclosure Statement and Plan.	JSM	2.00	350.00
30-May-18	Revise Notice to Eastern District of Virginia (.4); revise provisions related to retention of jurisdiction under proposed Plan (.7); review NOAA's sale objection (.2); revise proposed Disclosure Statement (.6).	MKF	1.90	541.50
30-May-18	Assistance with finalizing Plan and Disclosure Statement.	JSM	3.20	560.00
30-May-18	Continued revisions to Committee Plan, Disclosure Statement and related filings.	JAB	3.00	1,200.00
30-May-18	Continue to review/edit chapter 11 plan and confer re: same.	SRW	0.70	308.00
30-May-18	Continue review/edit disclosure statement and confer re: same.	SRW	0.70	308.00
30-May-18	Continue to review/analyze plan exhibits.	SRW	0.40	176.00
31-May-18	Conference call to go over final revisions to Committee Plan, Disclosure Statement and related filings.	JAB	1.40	560.00
31-May-18	Revise draft Disclosure Statement and Chapter 11 Plan (1.2); revise Notice to District Court regarding same (.2); call with J. Brown and P. Gurfein t discuss changes to same (1.3).	MKF	2.70	769.50
31-May-18	Assistance with finalizing Disclosure Statement and Plan of Reorganization.	JSM	4.20	735.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9353072

**Subtotal for Code B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)** **28.50** **11,398.00**

**Task Code:** **b320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)**

29-May-18	Review/edit chapter 11 plan (.10); review/edit disclosure statement (.10); review/analyze plan exhibits (.80); review auctioneer retention documents (.60); communications re: case update and review of Plan and DS (.40)	SRW	4.00	1,760.00
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**Subtotal for Code b320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)** **4.00** **1,760.00**

**Total Fees for Services Rendered.....\$48,161.00**

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
11-May-18	POSTAGE	29.40
11-May-18	POSTAGE	11.88
11-May-18	POSTAGE	2.69
11-May-18	POSTAGE	3.98
15-May-18	POSTAGE	19.72
15-May-18	POSTAGE	11.16
17-May-18	POSTAGE	13.63
17-May-18	POSTAGE	9.20
23-May-18	POSTAGE	19.72
23-May-18	POSTAGE	11.16
29-May-18	POSTAGE	13.16
29-May-18	POSTAGE	2.30
29-May-18	POSTAGE	3.45
29-May-18	POSTAGE	3.45
29-May-18	POSTAGE	0.47

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9353072

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
Total for POSTAGE 155.37		
11-May-18	DUPLICATING 144.20	
14-May-18	DUPLICATING 86.80	
17-May-18	DUPLICATING 29.20	
23-May-18	DUPLICATING 101.20	
29-May-18	DUPLICATING 29.20	
Total for DUPLICATING 390.60		
2-Mar-18	FEDERAL EXPRESS - FEDERAL EXPRESS CORPORATION FE - Fedex package + handling fee during out of town business trip 2/28/18. JB/1685 22.61	
Total for FEDERAL EXPRESS 22.61		
7-May-18	WESTLAW RESEARCH 050718 FACKLER,MARY K JACKSONVILLE 89.25	
14-May-18	WESTLAW RESEARCH 051418 FACKLER,MARY K JACKSONVILLE 89.25	
21-May-18	WESTLAW RESEARCH 052118 FACKLER,MARY K JACKSONVILLE 357.00	
Total for WESTLAW RESEARCH 535.50		
26-Apr-18	LIBRARY RESEARCH CHARGES-Ravel Law 396.00	
Total for MISCELLANEOUS LIBRARY CHARGES 396.00		
<b>Total Disbursements .....</b>		<b>\$1,500.08</b>

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	May 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9353072

<u>Initial</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BPM	B.P. MILLER	3.20	565.00	1,808.00
ELM	E. L. MORENO	2.20	540.00	1,188.00
JAB	J. A. BROWN	61.90	400.00	24,760.00
JDL	J. D. LAMET	2.70	350.00	945.00
JSM	J. S. MEEHAN	23.50	175.00	4,112.50
MKF	M. K. FACKLER	31.50	285.00	8,977.50
SRW	S. R. WIRTH	7.80	440.00	3,432.00
WFS	W. F. SULLIVAN	5.20	565.00	2,938.00
	Total	138.00		\$48,161.00



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

**Remittance Copy**

Invoice Date July 13, 2018  
 Invoice No. 9363581

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
 Matter Name: **PREMIER EXHIBITIONS, INC.**  
 Matter Number: **0318769**

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*For professional services rendered through June 30, 2018 as summarized below:*

Services	\$31,724.50
Disbursements	<u>\$1,764.84</u>
<b>TOTAL THIS INVOICE</b>	<b>\$33,489.34</b>

<b>PREVIOUS BALANCE</b>	<b>123,090.59</b>
(Includes payments received through 07/13/18)	
<b>TOTAL AMOUNT DUE</b>	<b>\$156,579.93</b>

*I hereby certify that I am in compliance with the terms of the Order Establishing Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals.*

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*To ensure proper credit to the above account, please indicate invoice no. 9363581  
 Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account  
 c/o SunTrust Bank, Atlanta, GA  
 ABA Number: 061000104  
 Account Number: 0215-252207533  
 Swift code SNTRUS3A (For International Wires Only)  
 IRS EIN 59-3117860



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

Invoice Date July 13, 2018  
 Invoice No. 9363581

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	June 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9363581

**Task Code: B120 ASSET ANALYSIS AND RECOVERY**

5-Jun-18	Research related to [REDACTED] [REDACTED]	MKF	1.50	427.50
5-Jun-18	Review of key ED Virginia action pleadings and corresponding analysis of takings and jurisdictional issues.	CAL	2.80	1,498.00
5-Jun-18	Attention to research/analysis of [REDACTED] [REDACTED]	SRW	1.20	528.00
6-Jun-18	Continue to research issues re: [REDACTED] [REDACTED]	SRW	1.40	616.00
6-Jun-18	Outline procedural issues with taking claim.	CAL	0.50	267.50
7-Jun-18	Review key decisions and orders on ownership and US admissions and legal positions as to same.	CAL	3.00	1,605.00
<b>Subtotal for Code B120 ASSET ANALYSIS AND RECOVERY</b>			<b>10.40</b>	<b>4,942.00</b>

**Task Code: B130 ASSET DISPOSITION**

6-Jun-18	Assistance with revising Subpoenas.	JSM	0.30	52.50
6-Jun-18	Revise Subpoenas to Apollo and Alta.	MKF	0.40	114.00
7-Jun-18	Assistance with sale-related matters.	JSM	0.50	87.50
7-Jun-18	Assistance with finalizing Subpoenas.	JSM	0.50	87.50
7-Jun-18	Revise subpoena to GlassRatner in connection with Plan and sale issues.	MKF	0.30	85.50
8-Jun-18	Attention to finalizing subpoenas related to sale issues.	JAB	1.00	400.00
13-Jun-18	Revise subpoenas to sale process participants.	MKF	0.50	142.50
18-Jun-18	Review and analyze Debtors' Motion to Sell and Exhibits thereto.	MKF	0.70	199.50
18-Jun-18	Initial review and analysis of Debtor's sale motion.	JAB	2.50	1,000.00
18-Jun-18	Communications with interested parties regarding sale motion and related matters.	JAB	0.40	160.00
18-Jun-18	Coordinate obtaining formation documents for Premier Acquisition Holdings LLC.	JSM	0.30	52.50

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		June 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9363581
19-Jun-18	Attention to finalizing subpoenas related to sale motion.	JAB	0.30	120.00
20-Jun-18	Communications with P. Gurfein, S. Grossman, and H. Winsberg regarding case issues, subpoena acceptance, and related matters.	JAB	0.80	320.00
20-Jun-18	Prepare Motion and proposed Order shortening response time to subpoenas to sale-related parties (.8); revise subpoenas to same (1.0).	MKF	1.80	513.00
20-Jun-18	Assistance with finalizing Subpoenas to Produce Documents.	JSM	2.40	420.00
21-Jun-18	Attention to finalizing subpoenas and claim objection.	JAB	0.50	200.00
22-Jun-18	Call with P. Gurfein regarding revisions to Subpoenas for sale-related discovery (.5); revise subpoenas and motion to shorten response time for subpoenaed parties, and e-mail same to subpoenaed parties (1.1).	MKF	1.60	456.00
22-Jun-18	Call with P. Gurfein regarding revisions to Subpoenas for sale-related discovery (.5); assistance with revising Subpoenas and document requests (2.2); finalize Notice of Issuance of Subpoenas and coordinate electronic filing and service of same (.2); coordinate service of Subpoenas with process servers (.2).	JSM	3.10	542.50
25-Jun-18	Analysis of sale motion and related issues and potential objections.	JAB	1.20	480.00
25-Jun-18	Review Returns of Service of Subpoenas to Produce Documents on Alta and Apollo.	JSM	0.10	17.50
26-Jun-18	Draft Notice of Issuance of Subpoena to Premier Exhibitions, Inc.	JSM	0.20	35.00
26-Jun-18	Prepare for and participate in conference call with Debtor and Buyer counsel regarding discovery issues.	JAB	0.80	320.00
26-Jun-18	Post-conference call analysis and attention to narrowing discovery requests.	JAB	0.40	160.00
26-Jun-18	Calls with P. Gurfein regarding sale-related discovery and other issues.	MKF	0.40	114.00
27-Jun-18	Coordinate electronic filing and service of Notice of Issuance of Subpoena to Produce Documents to Premier Exhibitions, Inc.	JSM	0.20	35.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	June 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9363581

27-Jun-18	Review and comment on modified subpoena document request and strategize regarding same.	JAB	0.50	200.00
27-Jun-18	Work on plan and sale related matters.	JAB	1.00	400.00
28-Jun-18	Prepare for and participate in conference call with P. Gurfein and LincolnAdvisors regarding sale and plan related matters.	JAB	0.80	320.00
28-Jun-18	Communications with attorney Brooks and Gurfein regarding discovery related matters.	JAB	1.00	400.00
29-Jun-18	Continued extensive communications with counsel for debtors and P. Gurfein regarding discovery related issues and possible resolution of same.	JAB	1.50	600.00

<b>Subtotal for Code B130 ASSET DISPOSITION</b>	<b>26.00</b>	<b>8,034.50</b>
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**Task Code: B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB**

7-Jun-18	Post-hearing communications with committee members regarding case issues and strategy.	JAB	0.50	200.00
19-Jun-18	Communications with P. Gurfein, committee members and Lincoln advisors regarding case issues.	JAB	0.50	200.00
28-Jun-18	Analysis of sale and plan related issues and prepare for conference call with equity committee.	JAB	0.50	200.00
29-Jun-18	Prepare for and participate in conference call with equity committee, Lincoln advisors, and P. Gurfein.	JAB	1.10	440.00

<b>Subtotal for Code B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB</b>	<b>2.60</b>	<b>1,040.00</b>
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**Task Code: B160 FEE/EMPLOYMENT APPLICATIONS**

10-Jun-18	Draft letters to Miriam Suarez forwarding invoices for Akerman LLP and Lincoln Partners Advisors LLC.	JSM	0.30	52.50
11-Jun-18	Work on May invoice.	JAB	0.30	120.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	June 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9363581

**Subtotal for Code B160 FEE/EMPLOYMENT  
APPLICATIONS**

**Task Code: b160 FEE/EMPLOYMENT APPLICATIONS**

18-Jun-18	Review May professional fee statements.	JAB	0.50	200.00
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**Subtotal for Code b160 FEE/EMPLOYMENT  
APPLICATIONS**

**Task Code: B190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI)**

1-Jun-18	Assistance with finalizing Limited Opposition to Motion for Appointment of Chapter 11 Trustee and coordinate electronic filing of same.	JSM	0.50	87.50
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4-Jun-18	Review objections to Motion to Appoint Chapter 11 trustee and attention to hearing preparations.	JAB	0.70	280.00
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5-Jun-18	Communications with P. Gurfein regarding hearing on Trustee Motion preparation and strategy.	JAB	0.40	160.00
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6-Jun-18	Continued preparation for Motion to Appoint Trustee with review of argument and filed objections.	JAB	1.50	600.00
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7-Jun-18	Continue preparation for and participation in Hearing on Motion to Appoint Ch 11 Trustee.	JAB	2.80	1,120.00
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7-Jun-18	Attend hearing on Motion for Appointment of Chapter 11 Trustee.	MKF	2.50	712.50
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7-Jun-18	Assistance with preparation for and during hearing on Motion to Appoint Trustee.	JSM	1.60	280.00
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11-Jun-18	Communications with P. Gurfein regarding case issues, upcoming hearings and related matters.	JAB	0.30	120.00
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12-Jun-18	Extensive communications with Debtor's Counsel and P. Gurfein regarding data room access and related matters.	JAB	1.00	400.00
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15-Jun-18	Prepare for and participate in conference call with P. Gurfein, Lincoln Advisors, and Equity Committee.	JAB	1.60	640.00
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18-Jun-18	Communications with court reporter regarding transcript of June 7th hearing.	JSM	0.10	17.50
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29-Jun-18	Review order denying motion to appoint chapter 11 trustee.	JAB	0.20	80.00
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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	June 30, 2018
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**Subtotal for Code B190 OTHER CONTESTED MATTERS  
(EXCLUDING ASSUMPTION/REJECTION MOTI)**      **13.20**      **4,497.50**

<b>Task Code:</b>	<b>B191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION</b>			
6-Jun-18	Assistance with preparation for hearing on Motion for Order Granting Derivative Standing.	JSM	1.50	262.50
24-Jun-18	Review and analyze recent communications among committee members and Lincoln advisors.	JAB	0.80	320.00
25-Jun-18	Communications with P. Gurfein regarding case issues and strategy.	JAB	0.20	80.00
26-Jun-18	Review committee communications and comment on same.	JAB	0.40	160.00
	<b>Subtotal for Code B191 INVESTIGATION AND PURSUIT OF SECURITIES AND OTHER LITIGATION</b>		<b>2.90</b>	<b>822.50</b>

<b>Task Code:</b>	<b>B192 ADVERSARY PROCEEDINGS</b>			
8-Jun-18	Communications with interested parties regarding Adversary Proceeding Claims and related matters.	JAB	0.80	320.00
	<b>Subtotal for Code B192 ADVERSARY PROCEEDINGS</b>		<b>0.80</b>	<b>320.00</b>

<b>Task Code:</b>	<b>B250 REAL ESTATE</b>			
11-Jun-18	Communications with attorney Blanks regarding Orlando Lease and upcoming hearings.	JAB	0.20	80.00
18-Jun-18	Review Joint Motion to Approve Compromise of Controversy or Settlement Agreement between Premier Exhibition Management and Eyde and calendar objection deadlines.	JSM	0.10	17.50
	<b>Subtotal for Code B250 REAL ESTATE</b>		<b>0.30</b>	<b>97.50</b>

<b>Task Code:</b>	<b>B310 CLAIMS ADMINISTRATION AND OBJECTIONS</b>			
18-Jun-18	Assistance with finalizing Objection to Claim 29-1 of PacBridge Capital Partners.	JSM	0.20	35.00
18-Jun-18	Review proposed Objection to Claim No. 29-1.	MKF	0.30	85.50
27-Jun-18	Draft Notice of Preliminary Hearing on Objection to Claim 29-1 of PacBridge Capital Partners (HK) Ltd. and coordinate electronic filing and service of same.	JSM	0.20	35.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	June 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9363581

**Subtotal for Code B310 CLAIMS ADMINISTRATION AND OBJECTIONS**      **0.70**      **155.50**

**Task Code: B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)**

1-Jun-18	Assistance with revisions to Disclosure Statement, Chapter 11 Plan, and Notice to District Court regarding filing of same.	MKF	1.50	427.50
1-Jun-18	Assistance with finalizing Plan and Disclosure Statement and coordinate electronic filing of same.	JSM	0.80	140.00
1-Jun-18	Continued work on Committee Plan, Disclosure Statement and related filings.	JAB	0.80	320.00
1-Jun-18	Extensive communications with P. Gurfein, committee, and other interested parties regarding finalizing committee plan and related matters.	JAB	1.50	600.00
1-Jun-18	Review equity committee disclosure statement and limited procedural notice to district court	JMN	0.50	175.00
4-Jun-18	Attention to plan and disclosure related matters.	JAB	0.50	200.00
5-Jun-18	Communications and work on plan related matters.	JAB	0.30	120.00
5-Jun-18	Review email re: planned term sheet filings in E.D. Va.	JMN	0.30	105.00
6-Jun-18	Prepare notices of appearance for Akerman team to enter E.D. Va. action	JMN	0.30	105.00
6-Jun-18	Continued work on plan related matters.	JAB	0.80	320.00
6-Jun-18	Assistance with preparation for hearing on Motion for Appointment of Chapter 11 Trustee (1.3); review Debtors' Response to Motion (.2).	MKF	1.50	427.50
7-Jun-18	Communications with P. Gurfein and attorney Isbel regarding possible plan financing options and related matters.	JAB	0.40	160.00
7-Jun-18	Communications with P. Gurfein regarding plan related matters and strategize regarding same.	JAB	0.60	240.00
8-Jun-18	Review B. Wainger draft language for periodic repeat and draft response to same.	JAB	0.50	200.00
13-Jun-18	Research re [REDACTED] and confer with OTC and P. Gurfein re same.	ELM	1.90	1,026.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		June 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9363581
14-Jun-18	Confer with OTC, FINRA and others re potential trading of interests in a liquidating trust.	ELM	1.80	972.00
15-Jun-18	Confer for client re inquiry regarding trading of liquidating trust interests on the OTC (0.7) Research re [REDACTED] (4.2).	ELM	4.90	2,646.00
15-Jun-18	Communications with Attorney Isbell regarding possible term sheet.	JAB	0.10	40.00
15-Jun-18	Attention to plan and sale related issues.	JAB	0.60	240.00
18-Jun-18	Prepare and participate in call with Gurfein and financial advisores re backstop related issues and potential trading of interests in liquidating trusts.	ELM	1.60	864.00
19-Jun-18	Research related to [REDACTED] [REDACTED].	MKF	2.50	712.50
21-Jun-18	Begin preparing summary of [REDACTED] research.	MKF	1.00	285.00
21-Jun-18	Draft Proof of Service of Proof of Service of Order and Notice for Hearing on Disclosure Statement, review Order Limiting Notice to confirm service requirements, and download matrices for all cases.	JSM	0.40	70.00
25-Jun-18	Finish research related to [REDACTED] and prepare summary of same.	MKF	2.20	627.00
25-Jun-18	Assistance with mailing Order and Notice for Hearing on Disclosure Statement to all parties on all matrices and master mailing list (.8); coordinate electronic filing of Proof of Service (.1).	JSM	0.90	157.50
29-Jun-18	Review Order Denying Motion for Appointment of Chapter 11 Trustee (.1); review Plan and Disclosure Statement filed by Official Committee of Unsecured Creditors (.4).	MKF	0.50	142.50
29-Jun-18	Initial review of UCC plan.	JAB	0.30	120.00
<b>Subtotal for Code B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)</b>			<b>29.00</b>	<b>11,442.50</b>
<b>Total Fees for Services Rendered.....</b>				<b>\$31,724.50</b>

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	June 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9363581

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
4-Jun-18	POSTAGE	13.63
4-Jun-18	POSTAGE	9.20
25-Jun-18	POSTAGE	47.27
25-Jun-18	POSTAGE	27.66
25-Jun-18	POSTAGE	119.60
25-Jun-18	POSTAGE	93.06
25-Jun-18	POSTAGE	38.54
25-Jun-18	POSTAGE	19.27
25-Jun-18	POSTAGE	55.93
25-Jun-18	POSTAGE	13.63
25-Jun-18	POSTAGE	9.20
25-Jun-18	POSTAGE	10.84
27-Jun-18	POSTAGE	0.47
27-Jun-18	POSTAGE	1.15
27-Jun-18	POSTAGE	13.63
27-Jun-18	POSTAGE	6.90
27-Jun-18	POSTAGE	2.30
27-Jun-18	POSTAGE	3.56
Total for POSTAGE		485.84
6-Jun-18	DUPLICATING - COLOR	76.00
Total for DUPLICATING - COLOR		76.00
30-Jun-18	PACER PUBLIC RECORDS SYSTEM	3.00
Total for PACER PUBLIC RECORDS SYSTEM		3.00
1-Jun-18	DUPLICATING	29.20
6-Jun-18	DUPLICATING	54.60
22-Jun-18	DUPLICATING	36.20
22-Jun-18	DUPLICATING	215.80

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	June 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9363581

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
22-Jun-18	DUPLICATING	243.60
25-Jun-18	DUPLICATING	0.40
27-Jun-18	DUPLICATING	58.00
Total for DUPLICATING		637.80
15-Jun-18	FEDERAL EXPRESS Airbill: 781317627250 per 1902 Invoice No: 621482970 Ship Dt: 06/07/18	59.20
Total for FEDERAL EXPRESS		59.20
25-Jun-18	SERVICE OF PROCESS - BRANDYWINE PROCESS SERVERS LTD - RMS Titanic- Alta Fundamental Advisors- Apollo Global Management LLC-Service of Process. Inv#8947. JM/1902	108.00
Total for SERVICE OF PROCESS		108.00
1-Jun-18	COURT REPORTER - STATEWIDE REPORTING SERVICE - RMS Titanic, Inc./Appearance Fee-5/23/2018. Inv#3429. JM/1902	100.00
13-Jun-18	COURT REPORTER - STATEWIDE REPORTING SERVICE - RMS Titanic- Appearance Fee-Hon. Paul M. Glenn-6/7/2018. Inv#3432. JM/1902	100.00
18-Jun-18	COURT REPORTER - STATEWIDE REPORTING SERVICE - Transcript Copy-Hearing Before Hon. Paul M. Glenn- 6/7/2018. Inv#3434. JM/1902	195.00
Total for COURT REPORTER		395.00
<b>Total Disbursements .....</b>		<b>\$1,764.84</b>

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	June 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9363581

<u>Initial</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CAL	C. A. LAQUIDARA	6.30	535.00	3,370.50
ELM	E. L. MORENO	10.20	540.00	5,508.00
JAB	J. A. BROWN	33.40	400.00	13,360.00
JMN	J. M. NEARY	1.10	350.00	385.00
JSM	J. S. MEEHAN	14.20	175.00	2,485.00
MKF	M. K. FACKLER	19.20	285.00	5,472.00
SRW	S. R. WIRTH	2.60	440.00	1,144.00
	Total	87.00		\$31,724.50



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

**Remittance Copy**

Invoice Date August 14, 2018  
 Invoice No. 9374166

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
 Matter Name: **PREMIER EXHIBITIONS, INC.**  
 Matter Number: **0318769**

---

*For professional services rendered through July 31, 2018 as summarized below:*

Services	\$23,863.00
Disbursements	<u>\$3,374.81</u>
<b>TOTAL THIS INVOICE</b>	<b>\$27,237.81</b>

<b>PREVIOUS BALANCE</b> (Includes payments received through 08/14/18)	<b>156,579.93</b>
<b>TOTAL AMOUNT DUE</b>	<b>\$183,817.74</b>

*I hereby certify that I am in compliance with the terms of the Order Establishing Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals.*

---

*To ensure proper credit to the above account, please indicate invoice no. 9374166  
 Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account  
 c/o SunTrust Bank, Atlanta, GA  
 ABA Number: 061000104  
 Account Number: 0215-252207533  
 Swift code SNTRUS3A (For International Wires Only)  
 IRS EIN 59-3117860

---



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

Invoice Date                    August 14, 2018  
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Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	July 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9374166

**Task Code: B110 CASE ADMINISTRATION**

9-Jul-18	Communications with attorney Burnett regarding case issues/status and possible outcomes.	JAB	0.30	120.00
13-Jul-18	Review Count Order on UCC/NMM motion for status conference.	JAB	0.10	40.00
17-Jul-18	Preparation for conference call with attorneys Burnett and Edwards.	JAB	0.30	120.00

**Subtotal for Code B110 CASE ADMINISTRATION** **0.70** **280.00****Task Code: B130 ASSET DISPOSITION**

1-Jul-18	Review and analyze emails among committee, Lincoln Advisors and P. Gurfein regarding sale and plan related issues.	JAB	0.80	320.00
1-Jul-18	Analysis/strategize to address discovery related matters.	JAB	0.40	160.00
1-Jul-18	Work on response to M. Brooks on discovery/subpoena issues.	JAB	0.50	200.00
2-Jul-18	Research related to issues with auction and sale process for objection to Debtors' sale motion.	MKF	4.00	1,140.00
2-Jul-18	Continued communications with counsel for subpoenaed parties regarding narrowing and resolving discovery requests.	JAB	1.20	480.00
3-Jul-18	Continue researching and prepare summary of issues related to proposed sale procedures, including but not limited to credit bids, break-up fees, and other proposed protections (4.0); research related to certain SEC issues in connection with sale process ( 1.5); research related to insider voting issues (1.0).	MKF	6.50	1,852.50
3-Jul-18	Extensive communications regarding discovery issues with attorneys Brooks, Grossman, and Gurfein.	JAB	1.40	560.00
3-Jul-18	Attention to sale objection research and related matters.	JAB	0.80	320.00
5-Jul-18	Continued communications regarding discovery issues and subpoenas with attorneys for debtor and other subpoena recipients.	JAB	1.80	720.00
5-Jul-18	Work on sale motion objection.	JAB	0.40	160.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		July 31, 2018
0318769	PREMIER EXHIBITIONS, INC.		Invoice Number	9374166

6-Jul-18	Continued communications with counsel for debtors and Apollo/Alta regarding discovery related matters.	JAB	1.20	480.00
7-Jul-18	Initial review of U.C.C. motion for status conf. et al and review/analyze possible limited response thereto.	JAB	1.20	480.00
7-Jul-18	Continued email correspondence with attorney Feldsher regarding discovery issues.	JAB	0.20	80.00
7-Jul-18	Continued analysis of possible bid procedure objections.	JAB	0.50	200.00
9-Jul-18	Continued communications with counsel for debtors and prospective purchaser regarding subpoena/discovery related compromise.	JAB	0.50	200.00
9-Jul-18	Review and revise draft limited joinder in UCC status conference motion.	JAB	0.50	200.00
10-Jul-18	Research and summarize authorities related to certain bid procedure issues and objections to same.	MKF	3.50	997.50
10-Jul-18	Communications with P. Gurfein and committee members regarding sale and plan related issues.	JAB	0.50	200.00
10-Jul-18	Continued work and attention to discovery related matters.	JAB	0.50	200.00
11-Jul-18	Continued communications with counsel for debtor, Glass Ratner and prospective purchaser regarding possible interim discovery agreement.	JAB	1.40	560.00
11-Jul-18	Continued attention to sale hearing preparation and objection to sale motion.	JAB	0.80	320.00
11-Jul-18	Review and analyze summaries of approved bid procedures in various circuits in connection with analysis of Debtors' proposed bid and sale procedures.	MKF	1.80	513.00
12-Jul-18	Continued communications regarding discovery related matters.	JAB	0.50	200.00
13-Jul-18	Communications with P. Gurfein, Lincoln Advisors and committee members regarding entry of order on status conference motion and related matters.	JAB	0.40	160.00
16-Jul-18	Review objections to subpoenas.	JAB	0.50	200.00
17-Jul-18	Review debtor's motion for reconsideration and work on response to same.	JAB	2.20	880.00
17-Jul-18	Review Debtor's initial production of documents.	JAB	0.30	120.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		July 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9374166

17-Jul-18	Assistance with drafting Response in Opposition to Debtors' Motion for Reconsideration.	JSM	1.20	210.00
18-Jul-18	Revise and finalize response in opposition to debtor's motion for reconsideration.	JAB	0.80	320.00
19-Jul-18	Assistance with review of documents produced by Debtors and Daoping.	JSM	1.20	210.00
20-Jul-18	Communications with committee members, Lincoln advisors, and P. Gurfein regarding various sale and plan related issues and finances of debtor.	JAB	1.50	600.00
21-Jul-18	Review/analyze second batch of document production from debtors.	JAB	0.80	320.00
21-Jul-18	Review/Analyze PacBridge, et al subpoena objections.	JAB	0.50	200.00
21-Jul-18	Review and comment on draft list of objections to bid procedures.	JAB	0.50	200.00
22-Jul-18	Analysis of bid procedures in sale motion and work on objections.	JAB	0.60	240.00
24-Jul-18	Conference call with attorneys Guso and Rich regarding Glass Ratner subpoena.	JAB	0.30	120.00
<b>Subtotal for Code B130 ASSET DISPOSITION</b>			<b>41.70</b>	<b>14,323.00</b>

**Task Code: B150 MEETINGS OF AND COMMUNICATION WITH CREDITORS**

9-Jul-18	Telephone conference with David Ono, attorney for Fox Entertainment Group, review debtor's schedules and amended schedules to confirm how Fox Entertainment Group was scheduled, and email to J. Brown regarding same.	JSM	0.80	140.00
<b>Subtotal for Code B150 MEETINGS OF AND COMMUNICATION WITH CREDITORS</b>			<b>0.80</b>	<b>140.00</b>

**Task Code: B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB**

23-Jul-18	Prepare for and participate in conference call with equity committee, financial advisors and P. Gurfein.	JAB	1.50	600.00
25-Jul-18	Post-hearing communications and strategizing with P. Gurfein and committee.	JAB	0.40	160.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	July 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9374166

**Subtotal for Code B151 COMMUNICATIONS WITH  
EQUITY HOLDERS AND EQUITY COMMITTEE MEMB**

1.90

760.00

<b>Task Code:</b>		<b>B160 FEE/EMPLOYMENT APPLICATIONS</b>			
6-Jul-18	Prepare summary of time and fees by task category.	JSM	2.20	385.00	
9-Jul-18	Review Sixth Interim Fee Application filed by Nelson Mullins and revise summary chart.	JSM	0.30	52.50	
12-Jul-18	Attention to finalizing June invoice.	JAB	0.30	120.00	
13-Jul-18	Draft letter to U.S. Trustee forwarding Akerman's invoice for June 2018, redact invoice, and coordinate service of same.	JSM	0.30	52.50	
16-Jul-18	Draft letter to U.S. Trustee forwarding June 2018 invoice for Lincoln Partners Advisors LLC and email same.	JSM	0.20	35.00	
16-Jul-18	Review and analyze estate professionals' June 2018 invoices.	JAB	0.50	200.00	
<b>Subtotal for Code B160 FEE/EMPLOYMENT APPLICATIONS</b>			<b>3.80</b>	<b>845.00</b>	

<b>Task Code:</b>		<b>B310 CLAIMS ADMINISTRATION AND OBJECTIONS</b>			
4-Jul-18	Email correspondence with attorney Edwards regarding landlord claim treatment.	JAB	0.30	120.00	
23-Jul-18	Initial review and analysis of response to PacBridge claim objection.	JAB	0.30	120.00	
23-Jul-18	Assistance with preparation for hearing on Objection to Claim 29-1 of PacBridge and Status Conference.	JSM	0.60	105.00	
24-Jul-18	Assistance with preparation for hearing on Objection to Claim 29-1 of PacBridge and Status Conference.	JSM	0.60	105.00	
24-Jul-18	Research related to Rule 3007, service under the Hague convention, and jurisdiction following filing proof of claim, and prepare summary of same.	MKF	3.50	997.50	
24-Jul-18	Preparation for status conference.	JAB	0.50	200.00	
24-Jul-18	Attention to addressing PacBridge claim objection and outline strategy for same.	JAB	0.40	160.00	
25-Jul-18	Preparation for and participation in status conference and hearing on claim objections.	JAB	2.50	1,000.00	

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	July 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9374166

**Subtotal for Code B310 CLAIMS ADMINISTRATION AND  
OBJECTIONS** **8.70** **2,807.50**

**Task Code: B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)**

2-Jul-18	Communications regarding plan and sale related matters and assist with outlining certain sale related objections.	JAB	0.80	320.00
2-Jul-18	Assistance with revising Exit Term Sheet.	JSM	0.20	35.00
2-Jul-18	Analysis of possible exist financing term sheet and outline possible revisions.	JAB	0.50	200.00
3-Jul-18	Review and respond to email related to: notice/procedures for EDVA filing	JMN	0.20	70.00
4-Jul-18	Email correspondence with financial advisors regarding landlord plan treatment.	JAB	0.20	80.00
9-Jul-18	Review Equity Committee's proposed joinder to Protocol Motion.	MKF	0.20	57.00
9-Jul-18	Communications with attorney Isbell, P. Gurfein to Lincoln Advisor regarding prospective term sheet.	JAB	0.40	160.00
9-Jul-18	Revise draft term sheet for exist financing and circulate same.	JAB	0.80	320.00
9-Jul-18	Assistance with finalizing Limited Joinder in Creditors Committee Protocol Motion.	JSM	0.30	52.50
9-Jul-18	Assistance with revising Exit Term Sheet.	JSM	0.20	35.00
10-Jul-18	Assistance with finalizing Limited Joinder in Creditors Committee Protocol Motion and coordinate electronic filing and service of same.	JSM	0.30	52.50
10-Jul-18	Draft Certificate of Service of Plan and Disclosure Statement, meet with Ricoh regarding duplication of Plan and Disclosure Statement, coordinate mail out, and coordinate electronic filing of Certificate of Service.	JSM	0.80	140.00
12-Jul-18	Review and respond to emails from J. Brown re: entry of appearance in ED Va action	JMN	0.20	70.00
17-Jul-18	Communications with attorney Isbell regarding finalizing exit financing term sheet.	JAB	0.20	80.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		July 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9374166
18-Jul-18	Assistance with finalizing Response in Opposition to Debtors' Motion for Reconsideration of Order Granting Motion for Entry of Order Scheduling a Status Conference, assemble exhibits to same, and coordinate electronic filing and service of same.	JSM	1.40	245.00
18-Jul-18	Initial review of various objections to disclosure statement.	JAB	0.50	200.00
18-Jul-18	Prepare for and participate in conference call with attorneys Burnett, Edwards and Gurfein regarding plan/sale related issues with follow up to call.	JAB	1.20	480.00
20-Jul-18	Review Order Granting Plaintiff's Ex Parte Motion to Stay and Schedule Status Conference and calendar same.	JSM	0.10	17.50
20-Jul-18	Work on exit financing.	JAB	0.30	120.00
23-Jul-18	Revise draft list of objections to bid procedures.	JAB	0.80	320.00
23-Jul-18	Attention to communication regarding finalizing exit financing term sheet.	JAB	0.80	320.00
24-Jul-18	Communications with attorney Burnett regarding plan/sale related matters.	JAB	0.40	160.00
24-Jul-18	Attention to finalizing and circulating exit financing term sheet.	JAB	0.20	80.00
24-Jul-18	Assistance with finalizing Exit Term Sheet.	JSM	0.50	87.50
25-Jul-18	Attention to post-Status Conference matters.	JSM	0.50	87.50
25-Jul-18	Prepare for and attend status conference/hearing on Disclosure Statements, sale process, claims' objections, and related issues.	MKF	2.80	798.00
25-Jul-18	Email correspondence to attorneys Brooks and Windberg with term sheet and Guennsy's material.	JAB	0.30	120.00
<b>Subtotal for Code B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)</b>			<b>15.10</b>	<b>4,707.50</b>
<b>Total Fees for Services Rendered.....</b>				<b>\$23,863.00</b>

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	July 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9374166

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
10-Jul-18	POSTAGE	163.02
10-Jul-18	POSTAGE	22.50
10-Jul-18	POSTAGE	8.85
10-Jul-18	POSTAGE	8.85
11-Jul-18	POSTAGE	13.63
11-Jul-18	POSTAGE	6.90
11-Jul-18	POSTAGE	2.30
19-Jul-18	POSTAGE	30.00
19-Jul-18	POSTAGE	8.85
19-Jul-18	POSTAGE	69.16
19-Jul-18	POSTAGE	8.85
Total for POSTAGE		342.91
10-Jul-18	DUPLICATING	43.60
10-Jul-18	DUPLICATING	0.60
10-Jul-18	DUPLICATING - RICOH USA INC - Prints without assembly on 7/10/18 - 6,300 quantity. Inv#L1918070006. JM/1902	674.10
18-Jul-18	DUPLICATING	0.40
19-Jul-18	DUPLICATING	633.00
Total for DUPLICATING		1,351.70
16-Jul-18	SERVICE OF PROCESS - PROCESS SERVICES INC - Service fee and printing fee. Inv#MJD2018005707. JB/1685	41.95
Total for SERVICE OF PROCESS		41.95
29-Jul-18	COURT REPORTER - STATEWIDE REPORTING SERVICE - Hearing before Judge Glenn on 7/25/18. Appearance Fee. Inv#3437. JB/1685	100.00
30-Jul-18	COURT REPORTER - STATEWIDE REPORTING SERVICE - Hearing before Judge Glenn on 7/25/2018. Inv#3440. JB/1685	225.00
Total for COURT REPORTER		325.00

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<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
2-Jul-18	WESTLAW RESEARCH 070218 FACKLER,MARY K JACKSONVILLE	420.75
9-Jul-18	WESTLAW RESEARCH 070918 FACKLER,MARY K JACKSONVILLE	267.75
16-Jul-18	WESTLAW RESEARCH 071618 FACKLER,MARY K JACKSONVILLE	624.75
Total for WESTLAW RESEARCH		1,313.25
<b>Total Disbursements .....</b>		<b>\$3,374.81</b>

Akerman LLP

Page 11

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0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9374166

<u>Initial</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
JAB	J. A. BROWN	38.30	400.00	15,320.00
JMN	J. M. NEARY	0.40	350.00	140.00
JSM	J. S. MEEHAN	11.70	175.00	2,047.50
MKF	M. K. FACKLER	22.30	285.00	6,355.50
	Total	72.70		\$23,863.00



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

**Remittance Copy**

Invoice Date      September 11, 2018  
 Invoice No.        9386534

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
 Matter Name: **PREMIER EXHIBITIONS, INC.**  
 Matter Number: **0318769**

---

*For professional services rendered through August 31, 2018 as summarized below:*

Services	\$48,314.00
Disbursements	<u>\$1,607.30</u>
<b>TOTAL THIS INVOICE</b>	<b>\$49,921.30</b>

<b>PREVIOUS BALANCE</b>	<b>183,817.74</b>
(Includes payments received through 09/11/18)	
<b>TOTAL AMOUNT DUE</b>	<b>\$233,739.04</b>

*I hereby certify that I am in compliance with the terms of the Order Establishing Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals.*

---

*To ensure proper credit to the above account, please indicate invoice no. 9386534  
 Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account  
 c/o SunTrust Bank, Atlanta, GA  
 ABA Number: 061000104  
 Account Number: 0215-252207533  
 Swift code SNTRUS3A (For International Wires Only)  
 IRS EIN 59-3117860

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Akerman LLP  
Post Office Box 4906  
Orlando, FL 32802  
Tel: 407.254.2305  
Fax: 407.254.3408

Invoice Date September 11, 2018  
Invoice No. 9386534

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
591 REDWOOD HIGHWAY #2345  
MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
Matter Name: **PREMIER EXHIBITIONS, INC.**  
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<b>PREVIOUS BALANCE</b> (Includes payments received through 09/11/18)	<b>183,817.74</b>
<b>TOTAL AMOUNT DUE</b>	<b>\$233,739.04</b>

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*Wired funds accepted:*

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c/o SunTrust Bank, Atlanta, GA  
ABA Number: 061000104  
Account Number: 0215-252207533  
Swift code SNTRUS3A (For International Wires Only)  
IRS EIN 59-3117860

076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9386534

**Task Code: B110 CASE ADMINISTRATION**

23-Aug-18	Draft Pro Hac Vice Motion for Jon Dalberg and prepare Special Attorney Certification form for District Court.	JSM	0.30	52.50
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<b>Subtotal for Code B110 CASE ADMINISTRATION</b>	<b>0.30</b>	<b>52.50</b>
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**Task Code: B130 ASSET DISPOSITION**

1-Aug-18	Review emails and related correspondence re: entry of appearance and latest filings in case pending in E.D. Va. - Norfolk Division	JMN	0.70	245.00
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1-Aug-18	Email to court reporter regarding corrections to transcript of July 25 status conference.	JSM	0.10	17.50
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2-Aug-18	Review emails and corresponding attachments re: proceedings in E.D. Va., as well as recent status conference and scheduling order issued in Bankruptcy case pending in Florida	JMN	0.60	210.00
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3-Aug-18	Review emails re: proceedings in E.D. Va., upcoming status conference, and appearance in E.D. Va.	JMN	0.30	105.00
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6-Aug-18	Review and respond to emails from P. Gurfein re: appearance in Norfolk, VA	JMN	0.20	70.00
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6-Aug-18	Review and revise notice of appearance and draft pro hac application for P. Gurfein	JMN	0.40	140.00
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7-Aug-18	Assist with preparation of pro hac applications for K. Fackler and J. Brown	JMN	0.20	70.00
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7-Aug-18	Revise pro hac application for P. Gurfein re: comments received from P. Gurfein	JMN	0.20	70.00
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7-Aug-18	Finalize and file notice of appearance and pro hac application for P. Gurfein	JMN	0.20	70.00
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7-Aug-18	Review and revise pro hac vice application.	MKF	0.40	114.00
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7-Aug-18	Assistance with preparation for status conference in the Eastern District of Virginia case.	JSM	0.20	35.00
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8-Aug-18	Attention to sale motion objection and related matters.	JAB	0.80	320.00
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8-Aug-18	Communications with attorneys Burnett and Edwards regarding upcoming status conference and related matters with follow up thereto.	JAB	0.60	240.00
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Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9386534
8-Aug-18	Prepare for and participate in conference call with counsel for Glass Ratner regarding discovery related matters with post-call follow up.	JAB	1.00	400.00
8-Aug-18	Review orders from Judge Smith re: entry of appearance and cancellation of status hearing	JMN	0.20	70.00
8-Aug-18	Research [REDACTED]	JMN	2.00	700.00
9-Aug-18	Research [REDACTED]	JMN	2.50	875.00
9-Aug-18	Communications with P. Gurfein regarding preparations for August 30th hearing and related matters.	JAB	0.40	160.00
9-Aug-18	Attention to filings/orders in ED Virginia Action.	JAB	0.40	160.00
10-Aug-18	Research [REDACTED]	JMN	3.00	1,050.00
13-Aug-18	Assist J. Neary with Motion to Intervene in Virginia proceeding.	MKF	0.50	142.50
13-Aug-18	Review and comment on search terms related to Glass Ratner production.	JAB	0.10	40.00
13-Aug-18	Review and respond to emails re: motion to intervene in ED Va. matter	JMN	0.20	70.00
13-Aug-18	Draft motion to intervene in Case No. 93-cv-902 pending in the U.S. District Court for the Eastern District of Virginia, Norfolk Division	JMN	2.00	700.00
14-Aug-18	Draft memorandum in support of motion to intervene in Case No. 93-cv-902 pending in the U.S. District Court for the Eastern District of Virginia, Norfolk Division	JMN	2.50	875.00
14-Aug-18	Telephone and email communications with attorney Gurfein regarding Glass Ratner discovery, possible plan sponsorship, and related matters.	JAB	0.60	240.00
14-Aug-18	Work on sale motion and bid procedures objections.	JAB	0.60	240.00
15-Aug-18	Revise Glass Ratner Subpoena/Deposition Topics.	JAB	0.60	240.00
15-Aug-18	Review and comment on draft Motion to intervene in proceeding in Eastern District of Virginia (.5); research [REDACTED] (1.5).	MKF	2.00	570.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9386534
15-Aug-18	Finalize first draft of motion to intervene, as well as corresponding memorandum of law and supporting exhibits	JMN	2.00	700.00
15-Aug-18	Review comments to draft of motion to intervene	JMN	0.30	105.00
15-Aug-18	Work on motion to intervene in ED Va. action.	JAB	0.30	120.00
15-Aug-18	Review client's draft Memorandum in Support of Motion to Intervene and identify authorities and case filings cited and download authorities and case filings	JCB	2.40	648.00
15-Aug-18	Draft Notice of Deposition of Corporate Representative of GlassRatner, prepare Subpoena to Testify at a Deposition in a Bankruptcy Case, and draft Exhibit A to Subpoena - Topics for Rule 30(b)(6) Deposition.	JSM	0.80	140.00
15-Aug-18	Review pleadings regarding motion to intervene	JGG	0.20	108.00
16-Aug-18	Review and provide feedback regarding Draft Memorandum in Support of Motion to Intervene	JGG	0.20	108.00
16-Aug-18	Assistance with revising Motion to Intervene and Memorandum in Support of Motion to Intervene.	JSM	0.30	52.50
16-Aug-18	Continued revision to motion to intervene.	JAB	0.50	200.00
16-Aug-18	Review and revise motion to intervene and corresponding memorandum in support pursuant to comments received from P. Gurfein and J. Brown	JMN	1.00	350.00
16-Aug-18	Research [REDACTED] in connection with objections to sale.	MKF	1.50	427.50
17-Aug-18	Finalize and file motion to intervene, corresponding memorandum of law in support and exhibits in Case No. 93-cv-902 pending in the U.S. District Court for the Eastern District of Virginia	JMN	0.30	105.00
17-Aug-18	Review motion to intervene filed by the National Maritime Museum	JMN	1.50	525.00
17-Aug-18	Follow up with attorney Rich regarding document production.	JAB	0.20	80.00
17-Aug-18	Communications with P. Gurfein regarding case status and strategy.	JAB	0.30	120.00
17-Aug-18	Revise 11 U.S.C. 363(M) argument for objection to sale motion.	JAB	0.80	320.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9386534
17-Aug-18	Communications with attorney Blanks regarding case issues.	JAB	0.20	80.00
20-Aug-18	Extensive work on equity committee's objection to sale motion.	JAB	4.50	1,800.00
20-Aug-18	Initial review of national maritime museum motion to intervene in ED Va. Action.	JAB	0.20	80.00
20-Aug-18	Assistance with drafting Response to Debtors' Motion for Entry of Order Approving Bidding and Sale Procedures.	JSM	0.60	105.00
20-Aug-18	Review and respond to emails from P. Gurfein re: upcoming status hearing in Norfolk, VA	JMN	0.30	105.00
21-Aug-18	Prepare for and participate in hearing before Chief Judge Smith in the U.S. District Court for the Eastern District of Virginia - Norfolk Division in Case No. 93-cv-902	JMN	6.80	2,380.00
21-Aug-18	Prepare for and participate in meeting with the National Maritime Museum re: course of action in ED Va action before Chief Judge Smith	JMN	2.70	945.00
21-Aug-18	Conference regarding Status Conference with Judge Smith and review related docket entry received from Court	JGG	0.20	108.00
21-Aug-18	Continued extensive work on objection to sale motion.	JAB	3.80	1,520.00
21-Aug-18	Communications with attorneys Rich and Gurfein regarding Glass Ratner discovery and upcoming deposition.	JAB	0.30	120.00
21-Aug-18	Edit and revise Response in Opposition to Bidding Procedures Motion.	MKF	3.00	855.00
22-Aug-18	Revise Objection to Debtors' Bid Procedures Motion.	MKF	2.00	570.00
22-Aug-18	Continued work on sale motion and bid procedure objection.	JAB	3.00	1,200.00
22-Aug-18	Review docket entry received from court regarding further hearing set for September 18, 2018, to address the Motions to Intervene, the status of the bankruptcy proceeding, and other matters	JGG	0.20	108.00
22-Aug-18	Review order from 8/21/18 hearing	JMN	0.20	70.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9386534
22-Aug-18	Communications coordinating august 29 pre-hearing dinner meeting among A. Ettinger, P. Gurfein, J. Burnett, A. Edwards and B. Williams.	JAB	0.30	120.00
22-Aug-18	Assistance with revising Response in Opposition to Debtors' Motion for Entry of Order Approving Sale Procedures.	JSM	0.80	140.00
23-Aug-18	Communications with P. Gurfein and counsel for Glass Ratner regarding discovery/deposition related matters.	JAB	0.40	160.00
23-Aug-18	Assistance with preparation for deposition of GlassRatner.	JSM	0.50	87.50
23-Aug-18	Assistance with finalizing Response in Opposition to Debtors' Motion for Entry of an Order Approving Competitive Bidding and Sale Procedures.	JSM	1.20	210.00
23-Aug-18	Review of transcript of proceedings held on 8-21-2018, before Chief Judge Rebecca Beach Smith	JGG	0.10	54.00
23-Aug-18	Continued work on objection to sale motion.	JAB	1.00	400.00
23-Aug-18	Review/research issues related to bidding procedures.	JAB	0.60	240.00
23-Aug-18	Preparation for hearing on motion to intervene (ED VA).	JAB	0.50	200.00
23-Aug-18	Review and analyze email correspondence among P. Gurfein, committee members and Lincoln advisors.	JAB	0.50	200.00
23-Aug-18	Research [REDACTED] [REDACTED].	MKF	3.00	855.00
24-Aug-18	Research related to [REDACTED]	MKF	3.00	855.00
24-Aug-18	Assistance with revising Response in Opposition to Debtors' Motion for Entry of Order Approving Competitive Bidding and Sale Procedures.	JSM	0.50	87.50
26-Aug-18	Continued revision of objection to sale motion.	JAB	1.80	720.00
26-Aug-18	Review creditor committee objection to bid procedures and sale motion.	JAB	0.50	200.00
27-Aug-18	Research and revise Objection to Sale Procedures Motion.	MKF	4.20	1,197.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9386534
27-Aug-18	Assistance with finalizing Response in Opposition to Debtor's Motion for Entry of an Order Approving Competitive Bidding and Sale Procedures and coordinate electronic filing and service of same.	JSM	2.50	437.50
27-Aug-18	Continued revisions to sale motion objection.	JAB	1.20	480.00
27-Aug-18	Review H. Siegal objection to sale motion.	JAB	0.30	120.00
27-Aug-18	Communications with attorney Burnett regarding case issues.	JAB	0.20	80.00
27-Aug-18	Review letter to Judge Smith re: expeditions to the Titanic	JMN	0.20	70.00
28-Aug-18	Review periodic report filed by RMST with ED Va	JMN	0.20	70.00
28-Aug-18	Review and analyze recent case filings and other preparation for august 30th hearing.	JAB	2.00	800.00
29-Aug-18	Communications with P. Gurfein and C. Laquidara regarding ED VA motion to intervene and related hearing preparations.	JAB	0.80	320.00
29-Aug-18	Attention to finalizing equity committee filings.	JAB	0.40	160.00
29-Aug-18	Review recent filings of stalking hense and UCC and other preparations for August 30 hearings.	JAB	2.00	800.00
29-Aug-18	Confer with P. Gurfein, A. Ettinger, B. Williams and attorney Burnett and Edwards regarding case issues.	JAB	1.00	400.00
29-Aug-18	Assistance with preparation for hearing on Debtors' Motion for Entry of an Order Approving Competitive Bidding and Sale Procedures.	JSM	1.50	262.50
29-Aug-18	Prepare pro hac vice application for C. Laquidara.	JSM	0.30	52.50
29-Aug-18	Review and annotate Motion to Intervene and Memorandum of law with anticipated judicial questions and confer re: bankruptcy issues as they affect the Motion.	CAL	1.30	695.50
30-Aug-18	Assistance with preparation for hearing on Motion for Approval of Competitive Bidding and Sale Procedures, attend hearing, and attention to post-hearing matters.	JSM	5.00	875.00
30-Aug-18	Finalize pro hac vice application for C. Laquidara.	JSM	0.10	17.50
30-Aug-18	Extensive preparation for and participation in hearings to approved bid procedures and committees' disclosure statements.	JAB	8.50	3,400.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9386534
30-Aug-18	Post-hearing analysis of options for Equity Committee .	JAB	0.80	320.00
31-Aug-18	Review NOAA and RMST oppositions to motion to intervene in ED Va action	JMN	1.00	350.00
	<b>Subtotal for Code B130 ASSET DISPOSITION</b>		<b>112.30</b>	<b>37,830.50</b>

<b>Task Code:</b>	<b>B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB</b>			
6-Aug-18	Prepare for and participate in conference call with committee, Lincoln advisors and P. Gurfein	JAB	1.70	680.00
8-Aug-18	Review email correspondence with committee regarding possible plan sponsor/partners and status of district court action.	JAB	0.80	320.00
9-Aug-18	Review/Analyze email correspondence among committee members, P. Gurfein and Lincoln advisors.	JAB	0.60	240.00
21-Aug-18	Revise and circulate response to objections to equity committee disclosure statement.	JAB	0.80	320.00
22-Aug-18	Participate in telephone conference with P. Gurfein and J. Dalberg.	JSM	0.50	87.50
30-Aug-18	Post-hearing email memo to Equity Committee with Brief Update.	JAB	0.30	120.00
	<b>Subtotal for Code B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB</b>		<b>4.70</b>	<b>1,767.50</b>

<b>Task Code:</b>	<b>B160 FEE/EMPLOYMENT APPLICATIONS</b>			
6-Aug-18	Revise July 2018 invoice.	JSM	0.20	35.00
7-Aug-18	Review July 2018 invoice and revise task codes.	JSM	0.20	35.00
10-Aug-18	Assistance with finalizing July 2018 invoice.	JSM	0.20	35.00
10-Aug-18	Revise July 2018 invoice.	JAB	0.30	120.00
13-Aug-18	Attention to finalizing July 2018 Fee statement.	JAB	0.10	40.00
13-Aug-18	Draft letters to U.S. Trustee forwarding invoices for Akerman LLP and Lincoln Partners Advisors LLC.	JSM	0.30	52.50
15-Aug-18	Finalize letters to U.S. Trustee forwarding Akerman and Lincoln July 2018 invoices and email same.	JSM	0.30	52.50

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9386534

15-Aug-18	Preliminary review of estate professional July 2018 fee statements.	JAB	0.30	120.00
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**Subtotal for Code B160 FEE/EMPLOYMENT  
APPLICATIONS**

**Task Code: B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)**

2-Aug-18	Correspondence with P. Gurfein regarding Order on Status Conference and setting Disclosure Statement hearing, and prepare Notice of same hearing.	MKF	0.50	142.50
2-Aug-18	Assistance with finalizing Notice of Preliminary Hearing on Disclosure Statement to Accompany Chapter 11 Plan of Reorganization Proposed by the Official Committee of Equity Security Holders of Premier Exhibits, Inc., coordinate electronic filing of same, and coordinate service of same on Master Service List.	JSM	0.50	87.50
20-Aug-18	Revise draft Reply to Objection to Disclosure Statement.	MKF	1.30	370.50
20-Aug-18	Work on response to debtor's objection to disclosure statement.	JAB	0.40	160.00
20-Aug-18	Assistance with drafting Reply to Debtors' Opposition to Disclosure Statement.	JSM	0.50	87.50
21-Aug-18	Assistance with drafting Reply to Debtors' Opposition to Disclosure Statement.	JSM	1.20	210.00
21-Aug-18	EditTo Objection to Equity Committee's Disclosure Statement.	MKF	1.50	427.50
22-Aug-18	Work on amended plan and disclosure statement.	JAB	1.00	400.00
22-Aug-18	Assistance with revising Reply to Debtors' Opposition to Disclosure Statement and First Amended Disclosure Statement.	JSM	1.20	210.00
23-Aug-18	Analysis regarding plan structure and possible amendments with comments on same.	JAB	0.80	320.00
27-Aug-18	Revision and comment on latest drafts of amended disclosure statement and plan.	JAB	1.50	600.00
27-Aug-18	Extensive communications regarding finalizing equity committee filings.	JAB	0.80	320.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of		August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number		9386534
27-Aug-18	Assistance with finalizing Amended Disclosure Statement and Amended Plan and draft Notices of Filing Redlines of Disclosure Statement and Plan.	JSM	2.50	437.50
28-Aug-18	Assistance with finalizing Amended Disclosure Statement, Amended Plan of Reorganization, and Reply to Debtors' Objection to Entry of an Order Approving the Disclosure Statement to Accompany Chapter 11 Plan of Reorganization Proposed by Equity Committee.	JSM	2.40	420.00
28-Aug-18	Revise Reply to Objection to Disclosure Statement (1.3); assistance with finalizing Amended Disclosure Statement and Amended Chapter 11 Plan (.5).	MKF	1.80	513.00
28-Aug-18	Continued extensive communications regarding finalizing amended disclosure statement and plan and attention to same.	JAB	1.80	720.00
29-Aug-18	Review proposed ballot.	JAB	0.20	80.00
29-Aug-18	Review proposed disclosure statement order.	JAB	0.20	80.00
29-Aug-18	Communications with attorney Isbell regarding exit financing.	JAB	0.30	120.00
29-Aug-18	Review Creditors Committee's Amended Plan and Disclosure Statement (.5); prepare Notice of Filing Declaration of A. Ettinger in Support of Equity Committee Plan (.4); assistance with revised liquidation analysis and other hearing preparation (1.1).	MKF	2.00	570.00
29-Aug-18	Assistance with preparation of ballots.	JSM	0.20	35.00
29-Aug-18	Assistance with finalizing Amended Disclosure Statement, Amended Plan, Notices of Filing Redlines, Reply to Debtors' Objection to Entry of an Order Approving Disclosure Statement, and Notice of Filing Supplemental Exhibit in Support of Amended Disclosure Statement and coordinate electronic filing of same.	JSM	2.50	437.50
30-Aug-18	Prepare draft ballots for disclosure statement hearing and provide other assistance preparing for hearing (1.0); attend hearing (4.0).	MKF	5.00	1,425.00
<b>Subtotal for Code B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)</b>			<b>30.10</b>	<b>8,173.50</b>

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9386534

**Total Fees for Services Rendered.....\$48,314.00**

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
2-Aug-18	POSTAGE	13.63
2-Aug-18	POSTAGE	9.20
15-Aug-18	POSTAGE	13.16
15-Aug-18	POSTAGE	9.20
28-Aug-18	POSTAGE	25.81
28-Aug-18	POSTAGE	14.39
28-Aug-18	POSTAGE	3.12
28-Aug-18	POSTAGE	0.47
29-Aug-18	POSTAGE	19.72
29-Aug-18	POSTAGE	11.16
Total for POSTAGE		119.86
13-Aug-18	DUPPLICATING	4.40
13-Aug-18	DUPPLICATING	6.60
15-Aug-18	DUPPLICATING	0.40
17-Aug-18	DUPPLICATING	46.20
20-Aug-18	DUPPLICATING	52.00
20-Aug-18	DUPPLICATING	45.00
20-Aug-18	DUPPLICATING	46.00
23-Aug-18	DUPPLICATING	9.00
27-Aug-18	DUPPLICATING	187.60
27-Aug-18	DUPPLICATING	0.40
27-Aug-18	DUPPLICATING	1.20
29-Aug-18	DUPPLICATING	0.40
29-Aug-18	DUPPLICATING	100.80
30-Aug-18	DUPPLICATING	4.00
Total for DUPLICATING		504.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9386534

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
3-Aug-18	FEDERAL EXPRESS Airbill: 781999841038 per 1902 Invoice No: 626512958 Ship Dt: 07/25/18	65.77
3-Aug-18	FEDERAL EXPRESS Airbill: 782000565515 per 1902 Invoice No: 626512958 Ship Dt: 07/25/18	58.92
24-Aug-18	FEDERAL EXPRESS Airbill: 782358308046 per 3487 Invoice No: 628687233 Ship Dt: 08/17/18	14.37
Total for FEDERAL EXPRESS		139.06
8-Aug-18	COURT SERVICES - BANK OF AMERICA - Filing three Pro Hac Vice Motions with the USDC E. VA Norfolk Div. for John Neary, The parties filing for, Jocob Brown (JAX) Katherine Fackler (JAX) Peter Gufein- Landau Gottfried & Berger (co-counsel) on 08/07/18. NR/6036	75.00
Total for COURT SERVICES		75.00
29-Aug-18	MEALS - JACOB A. BROWN: Dinner - Peter Gurfein, Landau Gottfried & Berger; Arlan Ettinger, Guernsey's Auction; Brent Williams, Lincoln International; Jason Burnett, Gray Robinson; Ashlea Edwards, Gray Robinson, and Katie Fackler, Akerman.	408.12
Total for MEALS		408.12
22-Aug-18	PARKING - JOHN M. NEARY: Parking - Attend Status Conference Hearing - parking at USDC E.VA - Norfolk, VA. JN/4562	6.00
Total for PARKING		6.00
22-Aug-18	OTHER TRAVEL EXPENSES - JOHN M. NEARY: Mileage - Attend Status Conference Hearing. JN/4562	212.01
Total for OTHER TRAVEL EXPENSES		212.01
23-Aug-18	COURT REPORTER - JODY STEWART - Order transcript re. 2:93cv902, R.M.S.T. v. The Wrecked and Abandoned... Status Hearing held 08-21-2018. JN/4562	54.00
Total for COURT REPORTER		54.00

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9386534

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
27-Aug-18	WESTLAW RESEARCH 082718 FACKLER,MARY K JACKSONVILLE	89.25
	Total for WESTLAW RESEARCH	89.25
	<b>Total Disbursements .....</b>	<b>\$1,607.30</b>

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	August 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9386534

<u>Initial</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CAL	C. A. LAQUIDARA	1.30	535.00	695.50
JAB	J. A. BROWN	53.90	400.00	21,560.00
JCB	J. BERNAL	2.40	270.00	648.00
JGG	J. G. GILMORE	0.90	540.00	486.00
JMN	J. M. NEARY	31.70	350.00	11,095.00
JSM	J. S. MEEHAN	27.40	175.00	4,795.00
MKF	M. K. FACKLER	31.70	285.00	9,034.50
	Total	149.30		\$48,314.00



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

**Remittance Copy**

Invoice Date      October 09, 2018  
 Invoice No.        9396618

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
 Matter Name: **PREMIER EXHIBITIONS, INC.**  
 Matter Number: **0318769**

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*For professional services rendered through September 30, 2018 as summarized below:*

Services	\$8,826.50
Disbursements	<u>\$753.37</u>
<b>TOTAL THIS INVOICE</b>	<b>\$9,579.87</b>

<b>PREVIOUS BALANCE</b> (Includes payments received through 10/09/18)	<b>233,739.04</b>
<b>TOTAL AMOUNT DUE</b>	<b>\$243,318.91</b>

*I hereby certify that I am in compliance with the terms of the Order Establishing Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals.*

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*To ensure proper credit to the above account, please indicate invoice no. 9396618  
 Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account

c/o SunTrust Bank, Atlanta, GA

ABA Number: 061000104

Account Number: 0215-252207533

Swift code SNTRUS3A (For International Wires Only)

IRS EIN 59-3117860

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Akerman LLP  
Post Office Box 4906  
Orlando, FL 32802  
Tel: 407.254.2305  
Fax: 407.254.3408

Invoice Date                    October 09, 2018  
Invoice No.                    9396618

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
591 REDWOOD HIGHWAY #2345  
MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
Matter Name: **PREMIER EXHIBITIONS, INC.**  
Matter Number: **0318769**

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*For professional services rendered through September 30, 2018 as summarized below:*

Services	\$8,826.50
Disbursements	<hr/> \$753.37
<b>TOTAL THIS INVOICE</b>	<b>\$9,579.87</b>

<b>PREVIOUS BALANCE</b> (Includes payments received through 10/09/18)	<b>233,739.04</b>
<b>TOTAL AMOUNT DUE</b>	<hr/> <b>\$243,318.91</b>

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*To ensure proper credit to the above account, please indicate invoice no. 9396618  
Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account  
c/o SunTrust Bank, Atlanta, GA  
ABA Number: 061000104  
Account Number: 0215-252207533  
Swift code SNTRUS3A (For International Wires Only)  
IRS EIN 59-3117860

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Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	September 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9396618

**Task Code: B130 ASSET DISPOSITION**

3-Sep-18	Review and respond to emails from P. Gurfein, C. Laquidara and J. Brown re: oral argument on motion to intervene	JMN	0.20	70.00
4-Sep-18	Review and respond to emails re: reply in further support of motion to intervene	JMN	0.40	140.00
4-Sep-18	Review and analyze email from Mr. Gurfein and others regarding docket activity and disposition of motion to intervene	JGG	0.30	162.00
4-Sep-18	Review Responses to Motion to Intervene in Admiralty case and begin preparing draft replies.	MKF	1.00	285.00
4-Sep-18	Communications regarding motion to intervene and analyze strategy related to same.	JAB	0.30	120.00
5-Sep-18	Review and respond to emails re: motion to intervene	JMN	0.30	105.00
5-Sep-18	Review draft reply in further support of motion to intervene	JMN	0.20	70.00
6-Sep-18	Assistance with revising Reply of Equity Committee to Motions to Intervene.	JSM	0.40	70.00
6-Sep-18	Review and respond to emails re: motion to withdraw motion to intervene	JMN	0.50	175.00
6-Sep-18	Review edits to reply in further support of motion to intervene	JMN	0.30	105.00
6-Sep-18	Review status report filed by RMST	JMN	0.30	105.00
6-Sep-18	Review and revise motion to withdraw motion to intervene	JMN	0.30	105.00
6-Sep-18	Review Museum reply in further support of its motion to intervene in ED Va action	JMN	0.50	175.00
6-Sep-18	Revise Reply to Responses to Motions to Intervene and redraft into Notice of Withdrawal of Motion to Intervene without prejudice.	MKF	1.20	342.00
6-Sep-18	Review and revise notice of withdrawal of motion to intervene with communications regarding same.	JAB	0.80	320.00
11-Sep-18	Review Court's Order Approving Sale and Denying Approval of Plan and Disclosure Statement.	MKF	0.20	57.00
11-Sep-18	Review order granting sale motion and analyze options related thereto.	JAB	0.80	320.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	September 30, 2018	
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9396618	
12-Sep-18	Outline post-sale order options.	JAB	0.50	200.00
12-Sep-18	Review draft memo for circulation to committee regarding sale and disclosure statement order (.5)	MKF	0.50	142.50
13-Sep-18	Review, summarize and circulate debtor's notice of proposed order to committee.	JAB	1.50	600.00
13-Sep-18	Communications regarding sale related matters with committee members and P. Gurfein.	JAB	0.80	320.00
13-Sep-18	Review purchase agreement	JMN	0.30	105.00
14-Sep-18	Communications with committee regarding publicity related matters and review and comment on same.	JAB	1.50	600.00
14-Sep-18	Assistance with revising and finalizing sale publication information.	JSM	1.20	210.00
18-Sep-18	Review summary of status hearing held on 9/187 before Chief Judge Smith in E.D. Va. - Norfolk	JMN	0.20	70.00
18-Sep-18	Communications with committee, P. Gurfein and advisors regarding publicizing sale.	JAB	0.40	160.00
18-Sep-18	Telephone conference with attorney Charbonneau regarding upcoming status conference.	JAB	0.40	160.00
26-Sep-18	Communications with P. Gurfein and Lincoln Advisors regarding sale efforts and tax structure question.	JAB	0.60	240.00
26-Sep-18	Communications with P. Gurfein regarding sale related deadlines and filings.	JAB	0.40	160.00
27-Sep-18	Analysis of bases to oppose sale motion and proposed sale order.	JAB	1.20	480.00
27-Sep-18	Review proposed order attached to sale motion and email same to P. Gurfein.	JSM	0.10	17.50
<b>Subtotal for Code B130 ASSET DISPOSITION</b>			<b>17.60</b>	<b>6,191.00</b>

Task Code:	B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB			
4-Sep-18	Communications with P. Gurfein regarding case status and open issues.	JAB	0.20	80.00
5-Sep-18	Prepare for and participate in conference call with equity committee.	JAB	1.50	600.00
11-Sep-18	Communications with co-counsel and committee regarding order and scheduling conference call.	JAB	0.50	200.00

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	September 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9396618

12-Sep-18	Prepare for and participate in conference call with equity committee regarding same.	JAB	2.00	800.00
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12-Sep-18	Call with Committee regarding same (1.3)	MKF	1.30	370.50
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**Subtotal for Code B151 COMMUNICATIONS WITH  
EQUITY HOLDERS AND EQUITY COMMITTEE MEMB**

**Task Code: B160 FEE/EMPLOYMENT APPLICATIONS**

13-Sep-18	Draft letters to the U.S. Trustee forwarding Akerman and Lincoln invoices.	JSM	0.30	52.50
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**Subtotal for Code B160 FEE/EMPLOYMENT  
APPLICATIONS**

**Task Code: B320 PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)**

4-Sep-18	Revise and finalize notice of Errata for amended disclosure statement.	JAB	0.50	200.00
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4-Sep-18	Review and revise Notice of Errata in connection with Amended Plan and Disclosure Statement.	MKF	0.50	142.50
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5-Sep-18	Communications with P. Gurfein and J. Dahlberg regarding plan and intervention related issues.	JAB	0.30	120.00
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12-Sep-18	Review September 11, 2018 order from Judge Glenn re: Equity Committee disclosure statement	JMN	0.20	70.00
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**Subtotal for Code B320 PLAN AND DISCLOSURE  
STATEMENT (INCLUDING BUSINESS PLAN)**

**Total Fees for Services Rendered.....\$8,826.50**

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
5-Sep-18	POSTAGE	14.57
5-Sep-18	POSTAGE	9.20
Total for POSTAGE		23.77
31-Aug-18	PACER PUBLIC RECORDS SYSTEM	30.30
31-Aug-18	PACER PUBLIC RECORDS SYSTEM	8.90

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	September 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9396618

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
Total for PACER PUBLIC RECORDS SYSTEM 39.20		
4-Sep-18	DUPLICATING 28.80	
4-Sep-18	DUPLICATING 29.40	
Total for DUPLICATING 58.20		
7-Sep-18	FEDERAL EXPRESS Airbill: 782557119529 per 1902 Invoice No: 630028835 Ship Dt: 08/30/18 67.06	
7-Sep-18	FEDERAL EXPRESS Airbill: 782557120452 per 1902 Invoice No: 630028835 Ship Dt: 08/30/18 77.64	
Total for FEDERAL EXPRESS 144.70		
7-Sep-18	COURT REPORTER - STATEWIDE REPORTING SERVICE - Copy of transcript from hearing on 8/30/18. Inv#3448. JM/1902 387.50	
10-Sep-18	COURT REPORTER - STATEWIDE REPORTING SERVICE - appearance fee for hearing on 8/30/18.. JM/1902 100.00	
Total for COURT REPORTER 487.50		
<b>Total Disbursements .....</b>		<b>\$753.37</b>

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	September 30, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9396618

<u>Initial</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
JAB	J. A. BROWN	14.20	400.00	5,680.00
JGG	J. G. GILMORE	0.30	540.00	162.00
JMN	J. M. NEARY	3.70	350.00	1,295.00
JSM	J. S. MEEHAN	2.00	175.00	350.00
MKF	M. K. FACKLER	4.70	285.00	1,339.50
	Total	24.90		\$8,826.50



Akerman LLP  
 Post Office Box 4906  
 Orlando, FL 32802  
 Tel: 407.254.2305  
 Fax: 407.254.3408

**Remittance Copy**

Invoice Date November 08, 2018  
 Invoice No. 9401475

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
 591 REDWOOD HIGHWAY #2345  
 MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
 Matter Name: **PREMIER EXHIBITIONS, INC.**  
 Matter Number: **0318769**

---

*For professional services rendered through October 31, 2018 as summarized below:*

Services	\$9,626.00
Disbursements	<u>\$226.29</u>
<b>TOTAL THIS INVOICE</b>	<b>\$9,852.29</b>

<b>PREVIOUS BALANCE</b>	<b>243,318.91</b>
(Includes payments received through 11/08/18)	
<b>TOTAL AMOUNT DUE</b>	<b>\$253,171.20</b>

*I hereby certify that I am in compliance with the terms of the Order Establishing Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals.*

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*To ensure proper credit to the above account, please indicate invoice no. 9401475  
 Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account  
 c/o SunTrust Bank, Atlanta, GA  
 ABA Number: 061000104  
 Account Number: 0215-252207533  
 Swift code SNTRUS3A (For International Wires Only)  
 IRS EIN 59-3117860

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Akerman LLP  
Post Office Box 4906  
Orlando, FL 32802  
Tel: 407.254.2305  
Fax: 407.254.3408

Invoice Date November 08, 2018  
Invoice No. 9401475

EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.  
591 REDWOOD HIGHWAY #2345  
MILL VALLEY, CA 94941

Client Name: **EQUITY COMMITTEE OF PREMIER  
EXHIBITIONS, INC.**  
Matter Name: **PREMIER EXHIBITIONS, INC.**  
Matter Number: **0318769**

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*For professional services rendered through October 31, 2018 as summarized below:*

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Disbursements	<hr/> \$226.29
<b>TOTAL THIS INVOICE</b>	<b>\$9,852.29</b>

<b>PREVIOUS BALANCE</b> (Includes payments received through 11/08/18)	<b>243,318.91</b>
<b>TOTAL AMOUNT DUE</b>	<hr/> <b>\$253,171.20</b>

---

*To ensure proper credit to the above account, please indicate invoice no. 9401475  
Return remittance sheet with payment in US funds.*

*Wired funds accepted:*

Akerman LLP Operating Account  
c/o SunTrust Bank, Atlanta, GA  
ABA Number: 061000104  
Account Number: 0215-252207533  
Swift code SNTRUS3A (For International Wires Only)  
IRS EIN 59-3117860

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	October 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9401475

**Task Code:** **B130 ASSET DISPOSITION**

2-Oct-18	Review and revise Motion to Establish Procedures for Document Retention in connection with potential asset sale.	MKF	0.40	114.00
2-Oct-18	Assistance with drafting Motion to Establish Document Retention Procedures.	JSM	0.50	87.50
3-Oct-18	Assistance with finalizing Motion to Establish Document Retention Protocols and coordinate electronic filing and service of same.	JSM	0.40	70.00
3-Oct-18	Work on objection to sale motion.	JAB	0.30	120.00
3-Oct-18	Email correspondence with committee, P. Gurfein and financial advisors regarding auction sale related issues.	JAB	0.30	120.00
4-Oct-18	Revise Limited Sale Objection.	MKF	0.50	142.50
4-Oct-18	Draft Notice of Preliminary Hearing on Motion of the Official Committee of Equity Security Holders to Establish Document Retention Protocols (Doc. 1221) and coordinate electronic filing and service of same.	JSM	0.30	52.50
4-Oct-18	Assistance with revising Reservation of Rights and Limited Objection to Motion for an Order Approving Asset Purchase Agreement.	JSM	0.30	52.50
5-Oct-18	Research good faith issues and revise Limited Objection to Sale Motion.	MKF	0.90	256.50
5-Oct-18	Review and comment on opposition to sale motion.	JAB	0.40	160.00
5-Oct-18	Assistance with finalizing Reservation of Rights and Limited Objection to Sale Motion and coordinate electronic filing and service of same.	JSM	0.60	105.00
16-Oct-18	Attention to sale hearing preparation.	JAB	0.30	120.00
17-Oct-18	Research burden of proof and necessary evidence under 363(m) and prepare to address that issue at final sale hearing.	MKF	1.00	285.00
18-Oct-18	Attend and assist with final sale hearing.	MKF	2.00	570.00
18-Oct-18	Prepare for and attend sale motion hearing.	JAB	2.80	1,120.00
18-Oct-18	Assistance with preparation for Sale Hearing and Preliminary Hearing on Motion to Establish Document Retention Protocols.	JSM	0.50	87.50

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	October 31, 2018	
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9401475	
19-Oct-18	Email correspondence with P. Gurfein and financial advisors regarding post-sale hearing related matters.	JAB	0.30	120.00
22-Oct-18	Assistance with review of Agreement Regarding Confidentiality and Privilege.	JSM	0.20	35.00
	<b>Subtotal for Code B130 ASSET DISPOSITION</b>		<b>12.00</b>	<b>3,618.00</b>
<b>Task Code:</b>	<b>B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB</b>			
2-Oct-18	Prepare for and participate in conference call with equity committee.	JAB	1.20	480.00
10-Oct-18	Communications with attorney Burnett and P. Gurfein regarding case status and D&O claim related issues.	JAB	0.60	240.00
11-Oct-18	Communications with B. Clark, D. Blanks, P. Gurfein, financial advisors and committee regarding sale hearing related matters.	JAB	1.00	400.00
16-Oct-18	Call with Equity Committee and its professionals.	MKF	0.90	256.50
16-Oct-18	Communications with attorneys Blanks and Gurfein regarding hearing/proffer option and related matters.	JAB	0.30	120.00
16-Oct-18	Prepare for and participate in equity committee conference call.	JAB	0.60	240.00
	<b>Subtotal for Code B151 COMMUNICATIONS WITH EQUITY HOLDERS AND EQUITY COMMITTEE MEMB</b>		<b>4.60</b>	<b>1,736.50</b>
<b>Task Code:</b>	<b>B160 FEE/EMPLOYMENT APPLICATIONS</b>			
8-Oct-18	Begin drafting Fifth Interim Fee Application.	JSM	2.50	437.50
9-Oct-18	Draft letter to U.S. Trustee forwarding Akerman invoice.	JSM	0.20	35.00
9-Oct-18	Continue drafting Fifth Interim Fee Application for Akerman LLP.	JSM	2.20	385.00
9-Oct-18	Research related to issues raised in Equity Committee's final fee application.	MKF	2.20	627.00
15-Oct-18	Finalize letter to U.S. Trustee forwarding Akerman invoice, draft letter to U.S. Trustee forwarding Lincoln invoice, and email same.	JSM	0.30	52.50

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	October 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9401475

**Subtotal for Code B160 FEE/EMPLOYMENT  
APPLICATIONS**

**Task Code: B190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI)**

2-Oct-18	Review motion to establish document retention protocol and attention to finalizing same.	JAB	0.30	120.00
9-Oct-18	Attention to finalizing September invoice and preparation of fee applications.	JAB	0.50	200.00
17-Oct-18	Preparation for/communications regarding 10-18 sale hearing and hearing on document protocol.	JAB	2.00	800.00
18-Oct-18	Extensive post-hearing communications on form of proposed order, hearing outcome, and related matters.	JAB	1.00	400.00
22-Oct-18	Review and comment on correspondence to debtor's counsel regarding termination of confidentiality agreement and cleansing document.	JAB	0.50	200.00
30-Oct-18	Communications with attorneys Gurfein, Blanks and committee members regarding recent ED VA Action hearing and sale/closing related matters.	JAB	0.70	280.00

**Subtotal for Code B190 OTHER CONTESTED MATTERS (EXCLUDING ASSUMPTION/REJECTION MOTI)**

**Task Code: B240 TAX ISSUES**

17-Oct-18	Review and discuss NOL issues with Bankruptcy counsel and board member.	WFS	0.50	282.50
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**Subtotal for Code B240 TAX ISSUES**

**0.50      282.50**

**Task Code: B300 CLAIMS AND PLAN**

25-Oct-18	Correspond with counsel re D&O Insurance and research same.	BPM	0.40	226.00
31-Oct-18	Correspond with litigation counsel re background information.	BPM	0.40	226.00

**Subtotal for Code B300 CLAIMS AND PLAN**

**0.80      452.00**

**Total Fees for Services Rendered.....\$9,626.00**

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	October 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9401475

<u>Date</u>	<u>Disbursements</u>	<u>Value</u>
3-Oct-18	POSTAGE	6.90
3-Oct-18	POSTAGE	2.30
3-Oct-18	POSTAGE	13.63
4-Oct-18	POSTAGE	13.63
4-Oct-18	POSTAGE	9.20
5-Oct-18	POSTAGE	13.63
5-Oct-18	POSTAGE	8.05
5-Oct-18	POSTAGE	1.15
Total for POSTAGE		68.49
30-Sep-18	PACER PUBLIC RECORDS SYSTEM	20.60
30-Sep-18	PACER PUBLIC RECORDS SYSTEM	17.20
Total for PACER PUBLIC RECORDS SYSTEM		37.80
23-Oct-18	COURT REPORTER - STATEWIDE REPORTING SERVICE - Hearing before the Honorable Paul M. Glenn held on 10/18/2018 - 10am at the USC Rm 4A Jax Fl. Inv#3464. JM/1902	120.00
Total for COURT REPORTER		120.00
<b>Total Disbursements .....</b>		<b>\$226.29</b>

Akerman LLP

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076478	EQUITY COMMITTEE OF PREMIER EXHIBITIONS, INC.	As of	October 31, 2018
0318769	PREMIER EXHIBITIONS, INC.	Invoice Number	9401475

<u>Initial</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BPM	B.P. MILLER	0.80	565.00	452.00
JAB	J. A. BROWN	13.10	400.00	5,240.00
JSM	J. S. MEEHAN	8.00	175.00	1,400.00
MKF	M. K. FACKLER	7.90	285.00	2,251.50
WFS	W. F. SULLIVAN	0.50	565.00	282.50
	Total	30.30		\$9,626.00

**Exhibit B  
(Expenses)**

**Summary of Disbursements**  
**Akerman LLP**  
**Fifth Interim Compensation Period**  
**(January 1, 2018 – October 31, 2018)**

<b><u>Disbursements</u></b>	<b><u>Amount</u></b>
Postage	\$1,394.73
Duplicating (black and white)	\$4,004.30
Duplicating (color)	\$76.00
Court Services	\$75.00
Court Reporter	\$2,595.10
Westlaw	\$2,586.00
Library Research	\$396.00
FedEx	\$599.41
Service of Process	\$149.95
Transportation	\$1,411.00
Hotel	\$1,053.16
Meals	\$1,800.35
Parking	\$114.50
Other Travel Expenses (mileage/taxi/public transportation)	\$622.55
<b><u>PACER Public Records System</u></b>	<b><u>\$80.00</u></b>
<b>Total Disbursements</b>	<b><u>\$16,958.05</u></b>

**Exhibit C**  
**(Proposed Order)**

**UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION  
[www.flmb.uscourts.gov](http://www.flmb.uscourts.gov)**

In re:

RMS TITANIC, INC., *et al.*,

Debtors.<sup>1</sup>

Case No.: 3:16-bk-02230-PMG

Chapter 11

\_\_\_\_\_  
/ (Jointly Administered)

**ORDER ALLOWING COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF AKERMAN LLP**

THIS CASE came before the Court on the Fifth Application (the "Application")<sup>2</sup> (Doc. \_\_\_\_\_) of Akerman LLP ("Akerman"), Counsel for the Committee of Equity Security Holders of Premier Exhibitions, Inc., for Interim Allowance of Compensation for Services Rendered and for Reimbursement of Expenses Incurred During Period from January 1, 2018 through and including October 31, 2018. The Court having reviewed the Application and there being no objection after proper notice to interested parties pursuant to Local Bankruptcy Rule 2002-4 on December 7, 2018, it is

**ORDERED:**

1. The Application is approved.
2. Akerman LLP is allowed compensation of \$283,361.50 for professional services rendered and \$16,958.05 for the reimbursement of expenses incurred during the period from January 1, 2018 through October 31, 2018.

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<sup>1</sup> The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309) (collectively, the "Debtors"). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

<sup>2</sup> Defined terms from the Application are incorporated herein.

3. The Debtors are authorized and directed to pay Akerman all fees and expenses allowed by this Order and not previously paid.

4. All interim fees and expenses allowed by this Order are subject to review by parties in interest and this Court. No determination is made at this time as to reasonableness of the fees and on any pending objections to the Application. Fees and expenses awarded pursuant to this Order may be subject to disgorgement.

5. This Order is without prejudice to the rights of Akerman upon further application to this Court to seek further allowance and payment of additional compensation and reimbursement of expenses, including any such amounts incurred during this interim compensation period for which approval has not previously been sought and denied.

Dated: \_\_\_\_\_, 20\_\_\_\_\_, at Jacksonville, Florida.

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Paul M. Glenn  
United States Bankruptcy Judge

Attorney Jacob A. Brown is directed to serve a copy of this order on interested parties who are non-CM/ECF users and file a proof of service within 3 days of entry of the order.